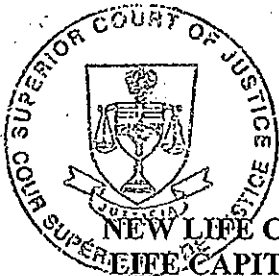


APPENDIX “M”

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.)
JUSTICE CAMPBELL) THURSDAY, THE 22ND DAY
OF APRIL, 2010

BETWEEN:



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.

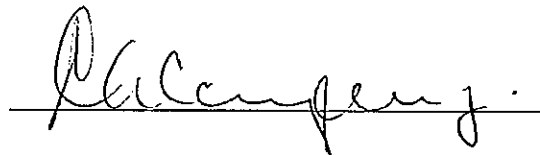
Respondents

ORDER

THIS MOTION made by KPMG INC., in its capacity as the Court-appointed Receiver and Manager (the “Receiver”) 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, “New Life” or the “Companies”) for the relief set out in its Notice of Motion dated April 16, 2010 (the “Notice of Motion”) was heard this day at 330 University Avenue, in the City of Toronto.

UPON READING the Receiver's Fifth Report to the Court dated April 16, 2010 (the "Fifth Report") and upon hearing the submissions of counsel for the Receiver, counsel for Staff of the Ontario Securities Commission, and Kevin McElcheran of McCarthy Tetrault LLP as representative counsel, 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 Release and Settlement Agreement dated March 29, 2010 between KPMG Inc., the Receiver and Massachusetts Mutual Life Insurance Company with respect to the life insurance policy bearing policy no. 15624626 which insured the life of an individual with a face amount death benefit of \$2.5 million be and it is hereby approved and that the Receiver is authorized and directed to complete the transactions contemplated therein.
3. **THIS COURT ORDERS** that the activities of the Receiver as described in the Fifth Report be and they are hereby approved.



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

APR 22 2010

PER / PAR: 

ONTARIO SECURITIES COMMISSION

Applicant(s)

and

NEW LIFE CAPITAL CORP. et al.

Respondent(s)

Court File No.: 08-CL-7832

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

ORDER

Thornton Grout Finnigan LLP
Barristers and Solicitors
Suite 3200, P.O. Box 329
Canadian Pacific Tower
Toronto-Dominion Centre
Toronto, Ontario
M5K 1K7

James H. Grout (LSUC# 22741H 1B)
Tel: 416-304-0557
Seema Aggarwal (LSUC# 50674J)
Tel: 416-304-0603
Fax: 416-304-1313

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

APPENDIX “N”

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.
JUSTICE CAMPBELL

)
)
)

MONDAY, THE 14TH DAY
OF JUNE, 2010

BETWEEN:



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**”) 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, “**New Life**” or the “**Companies**”) for the relief set out in its Notice of Motion dated June 7, 2010 (the “**Notice of Motion**”) was heard this day at 330 University Avenue, in the City of Toronto.

UPON READING the Receiver's Sixth Report to the Court dated June 7, 2010 (the "Sixth Report") and upon hearing the submissions of counsel for the Receiver, counsel for Staff of the Ontario Securities Commission, and ~~Heather Meredith of McCarthy Tétrault LLP as Representative Counsel~~, 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 Release and Settlement Agreement dated June 3, 2010 between the Receiver and Massachusetts Mutual Life Insurance Company with respect to the life insurance policy bearing policy no. 15621919 which insured the life of an individual with a face amount death benefit of \$3.0 million be and it is hereby approved and that the Receiver is authorized and directed to complete the transactions contemplated therein.

3. **THIS COURT ORDERS** that the activities of the Receiver as described in the Sixth Report be and they are hereby approved.

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

JUN 14 2010

PER / PAR

ONTARIO SECURITIES COMMISSION

Applicant(s)

and

NEW LIFE CAPITAL CORP. et al.

Respondent(s)

Court File No.: 08-CL-7832

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

ORDER

ThorntonGrouthFinnigan LLP
Barristers and Solicitors
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James H. Grouth (LSUC# 22741H 1B)
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Seema Aggarwal (LSUC# 50674J)
Tel: 416-304-0603
Fax: 416-304-1313

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

ONTARIO SECURITIES COMMISSION

Applicant

and

NEW LIFE CAPITAL CORP., et al

Respondents

June 14/10

Court File No.: 08-CL-7832

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceeding commenced in Toronto

MOTION RECORD
(returnable June 14, 2010)

Herby need the motion.
need to send them
Council and party affected.
opposing & am satisfied
the relief sought is
appropriate & no expense
in them by the order
filed & argued

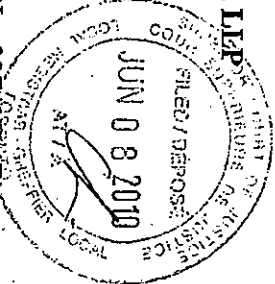
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ThorntonGrouthFinnigan LLP
Suite 3200, P. O. Box 329
Canadian Pacific Tower
Toronto-Dominion Centre
Toronto, Ontario
M5K 1K7

James H. Groat (LSUC No. 22741111B)
Seema Aggarwal (LSUC No. 506741J)

Tel: (416) 304-1616
Fax: (416) 304-1313

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



APPENDIX “O”

**NEW LIFE CAPITAL GROUP
PORTFOLIO SUMMARY - REDACTED
AS AT OCTOBER 31, 2011**

	Policy #	Name of Insurance Company	Status	Face Value USD	Policy Anniversary Date
Policies with a Trust					
1	97528680	PHL Variable Insurance Company	In force	4,000,000	29-Nov
2	97304673	Phoenix Variable Life Insurance Company	In force	2,500,000	4-Jun
3	97526175	PHL Variable Insurance Company	In force	10,000,000	9-Jan
4	97523828	PHL Variable Insurance Company	In force	5,000,000	3-Dec
5	157207899	AXA Equitable Life Insurance Company	Grace	10,000,000	6-Jun
6	158208597	AXA Equitable Life Insurance Company	Grace	6,000,000	22-Jun
7	157213763	AXA Equitable Life Insurance Company	Grace	10,000,000	31-Jul
8	157213765	AXA Equitable Life Insurance Company	Grace	10,000,000	31-Jul
9	97525875	PHL Variable Insurance Company	In force	3,000,000	28-Jan
10	VF51641220	Pacific Life Insurance Company	In force	3,000,000	12-Sep
11	97522176	PHL Variable Insurance Company	In force	6,000,000	20-Aug
				69,500,000	
Total for Trusts					
Policies Owned Directly					
12	0703R01859	Conseco Life Insurance Company	In force	50,000	14-Mar
13	0703R01858	Conseco Life Insurance Company	In force	50,000	14-Mar
14	U10034085L	American General Life Insurance Company	In force	1,500,000	1-Nov
15	519702510	ING – Security Life of Denver Insurance Co.	In force	1,000,000	28-Sep
16	A10122060L	American General Life Insurance Company	In force	100,000	28-Nov
17	1560231	ING – Security Life of Denver Insurance Co.	In force	255,000	12-Jun
18	1560230	ING – Security Life of Denver Insurance Co.	In force	185,919	12-Jun
19	1560223	ING – Security Life of Denver Insurance Co.	In force	130,000	12-Jun
				3,270,919	
Total Owned Directly					
				72,770,919	
TOTAL					
Prepared by KPMG Inc.					
Updated: October 31, 2011					

APPENDIX “P”

RECEIVER'S CERTIFICATE

To the Lender:

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

CERTIFICATE NO. [REDACTED]

AMOUNT \$ [REDACTED]

1. **THIS IS TO CERTIFY** that KPMG Inc., the Receiver and Manager (the "Receiver") 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. appointed by Orders of the Ontario Superior Court of Justice (the "Court") dated the 17th day of December, 2008 and March 18, 2009 (together, the "Order") made in an action having Court File Number 08-CL-7832, has received as such Receiver from the holder of this certificate (the "Lender") the principal sum of \$ [REDACTED] being part of the total principal sum of \$250,000.00 which the Receiver is authorized to borrow under and pursuant to the Order.

2. The principal sum evidenced by this certificate, and the interest thereon, are payable in accordance with the terms set out in the attached letter agreement dated October 19, 2011 (the "Letter Agreement").

3. Such principal sum, with interest thereon is, by the terms of the Order, together with the principal sums and interest thereon of all other certificates issued by the Receiver pursuant to the Order or to any further order of the Court, a charge upon the whole of the Property and the Frozen Funds (as defined in the Order), in priority to the security interests of any other person, but subject to the priority of the charges set out in the Order, the right of the Receiver to

indemnify itself out of such Property in respect of its remuneration and expenses and the applicable terms of the Letter Agreement.

4. All sums payable in respect of principal and interest under this certificate are payable at the address of the Lender as set out herein or by wire transfer to the Lender's bank in accordance with instructions for same that the Lender may provide to the Receiver.

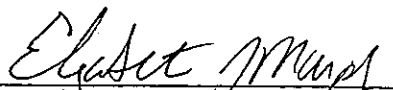
5. Until all liability in respect of this certificate has been terminated, no certificates creating charges ranking or purporting to rank in priority to this certificate shall be issued by the Receiver to any person other than the holder of this certificate without the prior written consent of the holder of this certificate. For greater certainty, this certificate shall rank *pari passu* with certificates [REDACTED]. The aggregate total principal amount advanced under the three certificates pursuant to the terms of the Letter Agreement is \$100,000.00.

6. The charge securing this certificate shall operate so as to permit the Receiver to deal with the Property and the Frozen Funds (as defined in the Order) as authorized by the Order and as authorized by any further or other order of the Court.

7. The Receiver does not undertake, and it is not under any personal liability, to pay any sum in respect of which it may issue certificates under the terms of the Order.

DATED the 20th day of October, 2011.

KPMG Inc., solely in its capacity as Receiver of the Property and the Frozen Funds (as defined in the Order), and not in its personal capacity.

Per: 
Name: Elizabeth J. Murphy
Title: Vice-President



Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

Canadian Pacific Tower
Toronto-Dominion Centre
100 Wellington Street West
Suite 3200, P.O. Box 329
Toronto, ON Canada M5K 1K7
T 416.304.1616 F 416.304.1313

Danny M. Nunes
T: 416-304-0592
E: dnunes@tgf.ca
File No. 508-046

October 19, 2011

VIA EMAIL

[REDACTED]

[REDACTED]

[REDACTED]

Dear Madam/Sirs:

Re: **New Life Investor Loan**

On October 17, 2011, Kevin McElcheran, the Court-appointed Representative Counsel for the investors of the various New Life companies, advised the Receiver that a small group of investors is prepared to lend funds to the Receiver to pay policy premiums on life insurance policies held as part of the New Life companies' portfolio.

In subsequent correspondence, it has been confirmed that you have agreed to lend the aggregate sum of \$100,000 to the Receiver on certain terms and conditions (the "Investor Loan"). The Receiver has considered the terms and conditions that have been proposed and agrees to an Investor Loan on the following terms:

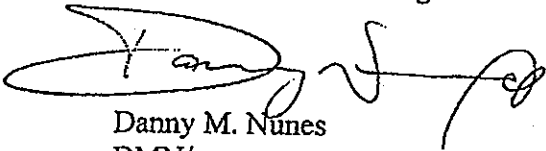
- (i) the loan shall be in the amount of \$100,000;
- (ii) the loan is to be secured by all of the assets in the New Life receivership pursuant to a Receiver's Certificate as provided for in the Order of December 17, 2008;
- (iii) the term of the loan shall be twelve (12) months (the "Term") at the simple interest rate of twelve percent (12%) per annum, payable at maturity;
- (iv) the Receiver may bring a motion seeking the Court's approval of the sale (the "Sale Transaction") of Pacific Life insurance policy #VF51641220

tgf.ca

- (the "Pacific Life Policy"), which motion is presently scheduled for November 14, 2011, and the Receiver agrees to serve a report in support of the motion no later than two (2) weeks in advance of the motion's return date;
- (v) the Receiver shall bring a motion for approval of its fees, as well as those of its Canadian counsel, Thornton Grout Finnigan LLP ("TGF") and its Bahamian counsel, McKinney Bancroft & Hughes, returnable on or before November 30, 2011 on no less than three (3) weeks' notice and shall file, amongst other things, fee affidavits in support of the relief sought;
 - (vi) the Receiver, its counsel, Thornton Grout Finnigan LLP, and Representative Counsel, McCarthy Tetrault LLP, agree to postpone their entitlement to the recovery of their fees and disbursements until additional funds are available to the estate, which funds shall not include the proceeds of the Investor Loan or the Sale Transaction;
 - (vii) in the event that the Sale Transaction closes prior to the conclusion of the Term, fifty percent (50%) of the principal amount of the Investor Loan, and the interest accumulated thereon, shall become due and shall be repaid from the proceeds of the Sale Transaction with the remaining fifty percent (50%) due at the end of the Term; and
 - (viii) in the event that the Sale Transaction does not close and no further funds are available to the estate at the end of the Term, the Investor Loan shall automatically be renewed for an additional period of twelve (12) months and upon the same terms as set out herein, as applicable. In any event, the Investor Loan shall be fully repaid prior to or coincident with payment of the Receiver's professional fees, TGF's professional fees and McCarthy Tetrault's professional fees.

If you are in agreement with the terms set out above, please confirm your agreement by executing the confirmation below.

Yours truly,
Thornton Grout Finnigan LLP



Danny M. Nunes
DMN/mm



Thornton Grout Finnigan LLP

THE UNDERSIGNED hereby confirm their acceptance of the terms set out above this _____ day of October, 2011.

APPENDIX “Q”

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) FRIDAY, THE 18th DAY
)
JUSTICE NEWBOULD) OF SEPTEMBER, 2009



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, "New Life" or the "Companies") was heard this day without notice at 330 University Avenue, Toronto, Ontario, in Chambers.

UPON READING the Receiver's Supplemental Report to Fourth Report to the Court dated September 4, 2009, the Affidavit of J. Bradley Butcher sworn September 16, 2009 and on hearing the submissions of counsel for the Receiver:

1. **THIS COURT ORDERS** that this motion is properly made without notice.
2. **THIS COURT ORDERS** that the Receiver is hereby authorized to trace and attempt to recover any and all funds that were transferred by New Life to Lexington Consulting Inc. (“**Lexington**”), a company incorporated pursuant to the laws of the Commonwealth of The Bahamas, including, without limitation, the approximately USD \$3 million that was transferred by New Life to Lexington’s accounts with FirstCaribbean International Bank (Bahamas) Limited (“**FirstCaribbean**”) located in Nassau, Bahamas (the “**Transferred Funds**”).
3. **THIS COURT ORDERS** that the Receiver is hereby authorized to apply for and, if obtained, enforce a Norwich Order in the Commonwealth of The Bahamas against FirstCaribbean in respect of the Transferred Funds (the “**Norwich Order**”).
4. **THIS COURT ORDERS** that the Receiver is hereby authorized to provide any undertaking in damages, security for costs or indemnity in connection with the Norwich Order in favour of FirstCaribbean that may be required by any court of law in the Commonwealth of The Bahamas or as agreed to between the Receiver and FirstCaribbean.
5. **THIS COURT ORDERS** that the Receiver is hereby authorized to take any and all such further and other steps that the Receiver believes, in its sole discretion, are appropriate and necessary to recover the Transferred Funds including, without limitation, commencing other proceedings in the Commonwealth of The Bahamas or any other jurisdiction for any relief in respect of the Transferred Funds.
6. **THIS COURT ORDERS** that the Receiver is hereby authorized, in its sole discretion, to abandon its proceeding for a Norwich Order in the Commonwealth of The Bahamas or any other proceeding commenced by the Receiver in the Commonwealth of The Bahamas or any other jurisdiction for any relief in respect of the Transferred Funds, if the court of law in the Commonwealth of The Bahamas or any other jurisdiction requires any undertaking in damages, security for costs or indemnity that is in excess of the value of the assets of New Life’s estate or if the Receiver, in its sole discretion, deems it to be unreasonable.
7. **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.

8. **THIS COURT ORDERS** that the within motion record and this Order are hereby sealed pending further Order of this Honourable Court.

9. **THIS COURT ORDERS** that, notwithstanding the foregoing paragraph 8, the Receiver is authorized to disclose the within motion record and this Order to any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or elsewhere including, without limitation, the Commonwealth of The Bahamas, for the purposes of giving effect to this Order and assisting the Receiver and its agents in carrying out the terms of this Order.

10. **THIS COURT ORDERS** that any other interested person may apply to this Court to vary or rescind this order or seek other relief on seven 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 section shall act to extend any applicable appeal period.



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

SEP 18 2009

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

ThorntonGrouffFinnigan LLP
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MSK 1K7

James H. Groat (LSUC# 22741H 1B)
Tel: 416-304-0557
Seema Aggarwal (LSUC# 50674J)
Tel: 416-304-0603
Fax: 416-304-1313

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

APPENDIX “R”



Court File No.08-CL-7832

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.)
)
JUSTICE CAMPBELL) TUESDAY, THE 12th DAY
)
) OF JANUARY, 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 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 without notice at 330 University Avenue, Toronto, Ontario, in Chambers.

UPON READING the Affidavit of J. Bradley Butcher sworn January 12, 2010 and on hearing the submissions of counsel for the Receiver:

1. **THIS COURT ORDERS** that this motion is properly made without notice and returnable today.
2. **THIS COURT ORDERS** that Jeffrey Pogachar ("**Pogachar**") and Paola Lombardi ("**Lombardi**"), the principals of the Companies, are hereby restrained and enjoined from withdrawing, transferring or otherwise dealing with any funds in any accounts belonging to Pogachar, Lombardi, the Companies, Lexington Consulting Inc., Amarcord International Inc. or any other corporate entity for which Pogachar and/or Lombardi have signing authority, located at FirstCaribbean International Bank (Bahamas) Limited in Nassau, Bahamas or located at any other financial institution in any other jurisdiction.
3. **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.
4. **THIS COURT ORDERS** that the within motion record and this Order are hereby sealed pending further Order of this Honourable Court.
5. **THIS COURT ORDERS** that, notwithstanding the foregoing paragraph 4, the Receiver is authorized to disclose the within motion record and this Order to any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or elsewhere including, without limitation, the Commonwealth of The Bahamas, for the purposes of giving effect to this Order and assisting the Receiver and its agents in carrying out the terms of this Order.
6. **THIS COURT ORDERS** that any other interested person may apply to this Court to vary or rescind this order or seek other relief on seven 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 section shall act to extend any applicable appeal period.

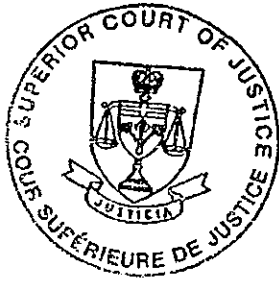
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ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

JAN 13 2010

PER / PAR: CSN
JUSG111-0
Registrar, Superior Court of Justice

APPENDIX “S”



Court File No.08-CL-7832

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) FRIDAY, THE 22nd DAY
)
JUSTICE CAMPBELL) OF JANUARY, 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

AMENDED ORDER

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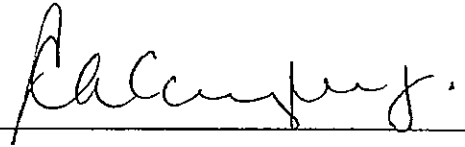
UPON READING the Affidavit of J. Bradley Butcher sworn January 21, 2010 and on hearing the submissions of counsel for the Receiver:

1. **THIS COURT ORDERS** that this motion is properly made without notice and returnable today.
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 all of the bank accounts (the “**Bank Accounts**”) of Lexington Consulting Inc. and Amarcord International Inc. (collectively, the “**Bahamian Companies**”) located at FirstCaribbean International Bank (Bahamas) Ltd. (“**FirstCaribbean**”) in the Commonwealth of The Bahamas and all Property (as defined in the Appointment Order) acquired using funds from the Bank Accounts.
3. **THIS COURT ORDERS** that all Persons (as defined in the Appointment Order) shall forthwith advise the Receiver of the existence of any funds received from the Bahamian Companies that are or were in such Person’s possession or control and provide the Receiver with copies of all documentation relating thereto provided that such funds were transferred to such Person from the Bank Accounts.
4. **THIS COURT ORDERS** that any Person (as defined in the Appointment Order) on whom a request for information and/or documentation by the Receiver has been made, shall not until the expiry of 30 days from compliance with such request disclose to any other Person (as defined in the Appointment Order) (including for the avoidance of any doubt Jeffrey Pogachar, Paola Lombardi, Alan Price and/or their legal counsel) any information concerning the said request or the terms of this Order without the consent in writing of the Receiver, save for obtaining legal advice.
5. **THIS COURT ORDERS** that (i) each of the Bahamian Companies, (ii) all of their respective current and former directors, officers, employees, persons registered or previously registered with the Ontario Securities Commission or subject or formerly subject to the jurisdiction of the Ontario Securities Commission or any other regulatory body, agents, accountants, legal counsel and shareholders, and all other persons acting on their instructions or behalf, and (iii) all other Persons (as defined in the Appointment Order) shall forthwith advise the Receiver of the existence of any Property (as defined in

the Appointment Order) in such Person's possession or control, shall grant immediate and continued access to the Property to the Receiver, and shall deliver all such Property to the Receiver upon the Receiver's request. For greater certainty, any Person that received any Property at any time and that subsequently remitted, transferred, assigned or in any way disposed of that Property shall disclose to the Receiver the identity of the recipient of that Property, whether or not Lexington, Amarcord 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 that Property including, without limitation, all documentary and electronic evidence and information known to such Person.

6. **THIS COURT ORDERS AND DIRECTS** FirstCaribbean to pay all funds on deposit to the credit of the Bahamian Companies to the Receiver.
7. **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.
8. **THIS COURT ORDERS** that the within motion record and this Order are hereby sealed pending further Order of this Honourable Court.
9. **THIS COURT ORDERS** that, notwithstanding the foregoing paragraph 7, the Receiver is authorized to disclose (i) this Order to any Person (as defined in the Appointment Order); and (ii) the within motion record and this Order to any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or elsewhere including, without limitation, the Commonwealth of The Bahamas, for the purposes of giving effect to this Order and assisting the Receiver and its agents in carrying out the terms of this Order.

10. **THIS COURT ORDERS** that any other interested person may apply to this Court to vary or rescind this order or seek other relief on seven 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 section shall act to extend any applicable appeal period.



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

MAR 05 2010

PER / PAR:  Joanne Nicoara
Registrar, Superior Court of Justice

Applicant

Respondents

Court File No.: 08-CL-7832

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceedings commenced at Toronto

ORDER

ThorntonGrouxFinnigan LLP
Barristers and Solicitors
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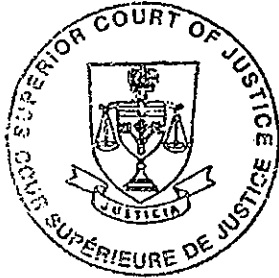
James H. Groat (LSUC# 22741H 1B)
Tel: 416-304-0557
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Lawyers for the KPMG Inc., in its capacity as the Receiver
and Manager of New Life Capital Corp. et al.

APPENDIX “T”

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) TUESDAY, THE 16TH 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 15, 2010 and on hearing the submissions of counsel for the Receiver, counsel for the Ontario Securities Commission, 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 following:
 - (a) two luxury watches identified as BNLTY FLYING B N3 PAVE W/BRAC and CHRO EVOL RG LE PAVE MDP W/BRA (collectively, the “**Watches**”);
 - (b) a 2005 Ferrari 575 Superam F1 bearing vehicle identification number ZFFGT61A350143792 and a 2004 Ferrari Challenge bearing vehicle identification number ZFFDU57A540136570 (collectively, the “**Ferraris**”);
 - (c) the 6.625% Commonwealth of The Bahamas Notes Reg-S, due 15/05/2033, USP06518AC19 located in account 671320-1 in the name of Fallsvievw Inc. at EFG Bank & Trust (Bahamas) Ltd. and any and all interest or other proceeds thereof (collectively, the “**Bonds**”);
 - (d) one bespoke blue suit, one bespoke blue stripe suit, one bespoke brown suit, one gold scabal, one mohair jacket, one cashmere jacket, one vest and pant, six belts and five pairs of socks purchased from Stavros Master Tailor & Shirt Maker (“**Stavros**”) located at 93 Cumberland Street, Toronto, Ontario and listed on an invoice from Stavros dated November 1, 2008 (the “**Summer Wardrobe**”);
 - (e) Unit A1-4, Ocean Club Residences & Marina Phase I, Paradise Island, The Bahamas registered with the Investments Board on January 21, 2009 in the name of FHC International Inc. (the “**Ocean Club Residences Condo**”);
 - (f) a steel building purchased from Allied Steel Buildings Inc. pursuant to order number 139477 and delivered on November 23, 2009 to a customer located in Fort Erie, Ontario (the “**Steel Building**”); and

- (g) a medicine cabinet, a shoe cabinet, a dining table and a white closet with four sliding doors purchased from Dias Fine Woodworking Ltd., a custom-made furniture store located at 650 East Bay Street, Nassau Bahamas (collectively, the “**Furniture**”).

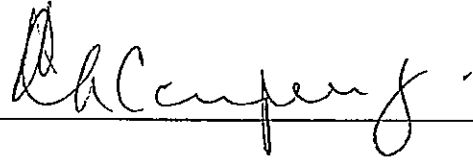
The Watches, the Ferraris, the Bonds, the Summer Wardrobe, the Ocean Drive Residences Condo, the Steel Building and the Furniture are collectively referred to herein as the “**Receivership Items**”.

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 Receivership Items, shall grant immediate and continued access to the Receivership Items to the Receiver, and shall immediately surrender, relinquish, transfer, deliver, assign and/or convey the Receivership Items 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 Receivership Items 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 Receivership Items. For greater certainty, paragraph 3(k) of the Appointment Order is incorporated herein such that the Receiver is authorized to market any or all of the Receivership Items, including advertising and soliciting offers in respect of the Receivership Items or any part or parts thereof 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 Receivership Items and that the Receiver is authorized to sell, convey, transfer, lease or assign the Receivership Items or any part or parts thereof out of the ordinary course of business without the approval of this Honourable Court and in each such sale

transaction notice under subsection 63(4) of the Ontario *Personal Property Security Act*, R.S.O. 1990, c. P.10 shall not be required, and in each such sale transaction the Ontario *Bulk Sales Act*, R.S.O. 1990, c. B.14, shall not apply.

7. **THIS COURT ORDERS** that the Receiver is authorized to engage the services of a realtor for the purpose of selling the Ocean Club Residences Condo and to pay all necessary fees associated with the sale of the Ocean Club Residences Condo, including, without limitation, any applicable stamp duty.
8. **THIS COURT ORDERS** that all Persons shall immediately advise the Receiver of any information related to the Receivership Items including, without limitation, the whereabouts of the Receivership Items, and provide the Receiver with copies of all documentation relating thereto. For greater certainty, any Person that received any of the Receivership Items at any time and that subsequently remitted, transferred, assigned or in any way disposed of that Receivership Item shall disclose to the Receiver the identity of the recipient of that Receivership Item, 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 that Receivership Item including, without limitation, all documentary and electronic evidence and information known to such Person.
9. **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.
10. **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.



A handwritten signature in cursive script, appearing to read "A. Campy", is written over a horizontal line.

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

MAR 16 2010

PER / PAR: TV

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

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

APPENDIX “U”



Court File No.08-CL-7832

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) THURSDAY, THE 18TH DAY
)
JUSTICE CAMPBELL) OF FEBRUARY, 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

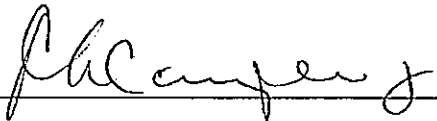
ORDER

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 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, "New Life" or the "Companies") was heard this day without notice at 330 University Avenue, Toronto, Ontario, in Chambers.

UPON READING the Affidavit of J. Bradley Butcher sworn February 17, 2010 and on hearing the submissions of counsel for the Receiver:


1. **THIS COURT ORDERS** that this motion is properly made without notice and returnable today.

2. **THIS COURT ORDERS** that the Receiver's motion records dated September 16, 2009, January 12, 2010 and January 21, 2010 and the corresponding Order of the Honourable Mr. Justice Newbould dated September 18, 2009, the Order of the Honourable Mr. Justice Campbell dated January 12, 2010 and the Order of the Honourable Mr. Justice Campbell dated January 22, 2010, which were previously sealed, be and they are hereby unsealed and shall form part of the public record in this proceeding.



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

FEB 18 2010

PER / PAR:  Joanne Nicoara
Registrar, Superior Court of Justice

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

APPENDIX “V”

**IN THE MATTER OF THE *SECURITIES ACT*
R.S.O. 1990, c. S.5, AS AMENDED**

- and -

IN THE MATTER OF

**L. JEFFREY POGACHAR, PAOLA LOMBARDI, ALAN S. PRICE, NEW LIFE
CAPITAL CORP., NEW LIFE CAPITAL INVESTMENTS INC., NEW LIFE
CAPITAL ADVANTAGE INC., NEW LIFE CAPITAL STRATEGIES INC.,
2126375 ONTARIO INC., 2108375 ONTARIO INC., 2126533 ONTARIO INC.,
2152042 ONTARIO INC., 2100228 ONTARIO INC., 2173817 ONTARIO INC.,
AND 1660690 ONTARIO LTD.**

**SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE COMMISSION AND NEW LIFE**

PART I – INTRODUCTION

1. The Ontario Securities Commission (the “Commission”) will issue a Notice of Hearing to announce that it will hold a hearing to consider whether, pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S-5, as amended (the “Act”), it is in the public interest for the Commission to make certain orders in respect of New Life Capital Corp., New Life Capital Investments Inc., New Life Capital Advantage Inc., New Life Capital Strategies Inc., 2126375 Ontario Inc., 2108375 Ontario Inc., 2126533 Ontario Inc., 2152042 Ontario Inc., 2100228 Ontario Inc., 2173817 Ontario Inc., and 1660690 Ontario Ltd. (together, “New Life” or the “Corporate Respondents”).

PART II – JOINT SETTLEMENT RECOMMENDATION

2. Staff of the Commission (“Staff”) agree to recommend settlement of the proceeding commenced by Amended Notice of Hearing dated June 30, 2010 (the “Proceeding”) against the Corporate Respondents according to the terms and conditions set out in Part V of this Settlement Agreement. The Corporate Respondents, through and by KPMG Inc. in its capacity as the Court Appointed Receiver and Manager of New Life (the “Receiver”), agree to the making of an order in the form attached as Schedule “A”, based on the facts set out below.

PART III – AGREED FACTS

3. For this proceeding, and any other regulatory proceeding commenced by a securities regulatory authority, the Corporate Respondents agree with the facts as set out in Part III of this Settlement Agreement.

New Life

4. The Corporate Respondents, together, make up New Life. New Life consists of New Life Capital Corp. (“NLCC”), New Life Capital Investments Inc. (“NLCI”), New Life Capital Advantage Inc. (“NLCA”), 2126375 Ontario Inc., 2108375 Ontario Inc., 2126533 Ontario Inc., 2152042 Ontario Inc., 2100228 Ontario Inc. and 2173817 Ontario Inc. (the “Numbered Companies”), New Life Capital Strategies Inc. (“NLCS”) and 1660690 Ontario Ltd. (“1660690”).
5. By Orders of the Ontario Superior Court of Justice (Commercial List) in Court File No. 08-CL-7832 (the “Court”) dated December 17, 2008 and March 18, 2009, KPMG Inc. was appointed Receiver and Manager for New Life. New Life has not been operational since December 2008.
6. New Life divided responsibility among its various corporate entities: NLCC is a holding company which owns the other corporate entities; NLCI sold shares of its

own issue and holds a pool of life settlements; NLCA and the Numbered Companies sold shares of the Numbered Companies and each Numbered Company, other than 2173817 Ontario Inc., holds a partial beneficial interest in one or more specific life settlements; NLCS “sourced” or found life settlements for investment; and, 1660690 served an administrative purpose in connection with NLCI’s life settlements.

7. A life settlement is a sale of an existing life insurance policy to an investor for less than its maturity value. On purchase, the investor becomes the beneficiary of the policy and is responsible for payment of all premiums going forward. The investor profits when the policy matures and the benefits are paid.
8. The corporate entities worked together toward the common purpose of soliciting investors and their various activities were in all instances funded by investor funds. Investor funds flowed between various of the Corporate Respondents with no apparent business purpose.
9. NLCC was incorporated in Ontario on November 7, 2005. NLCC registered with the Commission as a limited market dealer (“LMD”) on July 30, 2007. NLCC has never sold a security and did not carry on any active operations, although from time to time it paid expenses related to its subsidiaries.
10. NLCI was incorporated in Ontario on December 22, 2005. NLCI is not registered with the Commission in any capacity. NLCI is a subsidiary of NLCC. NLCI sold its class A common shares to investors by way of an Offering Memorandum. Its business activities consisted of raising capital and investing in life settlements sold by U.S. residents. NLCI raised more than \$22 million from approximately 600 investors in Canada.
11. NLCA was incorporated in Ontario on December 19, 2005. It is a subsidiary of NLCC. The Numbered Companies were incorporated on various dates in 2006, 2007 and 2008. None of NLCA or the Numbered Companies have ever been

registered with the Commission in any capacity. The business of NLCA and the Numbered Companies consisted of raising capital and investing in life settlements insuring the lives of U.S. residents. Each of the Numbered Companies, other than 2173817 Ontario Inc., holds a partial beneficial interest in a specific life settlement (as opposed to the pooled life settlements held by NLCI). NLCA and the Numbered Companies raised over \$600,000 from approximately a dozen investors in Canada.

12. NLCS was incorporated in Ontario on January 4, 2006. NLCS is not registered with the Commission in any capacity. NLCS is a subsidiary of NLCC. Its business activities consisted of “sourcing” life insurance policies through use of U.S. brokerage systems or financial planners, and by soliciting sales directly from seniors. NLCS did not issue and sell its own securities.
13. 1660690 was incorporated in Ontario on July 29, 2005. It is a subsidiary of NLCI. It is not registered with the Commission in any capacity. 1660690 purchased 8 life insurance policies with an aggregate face value of USD 3,270,919. For 3 of these 8 policies, 1660690 designated the Numbered Companies as partial beneficiaries. NLCI, or one of its aliases, did not directly purchase life insurance policies but acquired control of certain trusts that were the owners and beneficiaries of 14 life insurance policies with an aggregate face value of USD 80 million. NLCI became the beneficiary of these 14 life insurance policies as a result of its control of the trusts.

Trading Without Registration

14. As set out above, although NLCC is registered with the Commission as an LMD, NLCC has never traded in securities.
15. NLCI sold shares of its own issue from late 2005 until August 6, 2008, when the Commission ordered that it cease trading. It marketed those shares publicly and sold them to investors in Ontario and elsewhere in Canada. More than 600

investors have bought units pursuant to NLCI's Offering Memorandum since 2006.

16. NLCA and the Numbered Companies sold shares of the Numbered Companies from late 2005 until August 6, 2008, when the Commission ordered that NLCA cease trading. They marketed those shares publicly and sold them to investors on incorporation of each of the Numbered Companies.
17. NLCI, NLCA and the Numbered Companies engaged in the business of trading in securities as principals and therefore acted as market intermediaries. As such, they were, at minimum, required to be registered to trade in securities.
18. The sole discernible business purpose of all of the Corporate Respondents was to facilitate New Life's business as it was promoted and sold to investors and their activities were in all instances funded by investor funds. The Corporate Respondents were under common management and were promoted to investors as a group of companies with a common purpose. Through their actions, all of the Corporate Respondents acted directly or indirectly in furtherance of trading in shares of New Life entities.
19. None of the Corporate Respondents have at any time been registered to trade in securities other than NLCC, which was registered to trade in securities over the period from July 30, 2007 to August 6, 2008.

PART IV – CONDUCT CONTRARY TO ONTARIO SECURITIES LAW AND THE PUBLIC INTEREST

20. The Corporate Respondents' trading and acts in furtherance of trading shares of NLCI, NLCA and the Numbered Companies constituted trading in securities without registration, contrary to section 25 of the Act.

PART V – TERMS OF SETTLEMENT

21. The Corporate Respondents agree to the terms of settlement listed below.
22. The Commission will make an order pursuant to section 127(1) of the Act that:
 - (a) this Settlement Agreement is approved;
 - (b) the registration or recognition granted to any of the Corporate Respondents under Ontario securities law be terminated permanently;
 - (c) any exemptions contained in Ontario securities law do not apply to the Corporate Respondents permanently;
 - (d) the Corporate Respondents disgorge to the Commission the amount of \$22,508,784.50 (the “Disgorged Amount”) being the amount of monies raised from investors by the sale of shares of New Life entities contrary to Ontario securities law;
 - (e) subject to the approval of the Commission, the Disgorged Amount will be allocated pursuant to s. 3.4(2)(b) of the Act to or for the benefit of the following investors:
 - i. to each of the holders of class A shares of New Life Capital Investments Inc. (the “Class A Shares”) and each investor who paid for Class A Shares but for whom such Class A Shares had yet to be issued (collectively, the “Class A Shareholders”); and,
 - ii. to each of the holders of preferred shares of the Numbered Companies (other than 2100228 Ontario Inc. in which case, to the holder of common shares) (collectively, the “Numbered Company Shares” and the holders thereof the “Numbered Company Shareholders”);

- (f) subject to approval by the Court, the Receiver will distribute the Disgorged Amount to the Class A Shareholders and the Numbered Company Shareholders, directly, in the manner to be ordered by the Court; and,
- (g) Staff may apply to the Court under section 128 of the Act in accordance with Part VI of this Settlement Agreement with respect to any additional funds obtained by the Receiver in excess of the Disgorged Amount referred to in subparagraphs 22(d) and (e).

PART VI – SECTION 128 APPLICATION

- 23. Separate from these proceedings, Staff may apply to the Court pursuant to section 128 of the Act seeking:
 - (a) a declaration that the Corporate Respondents have not complied with Ontario securities law;
 - (b) an order authorizing and directing the Receiver to distribute any monies obtained by the Receiver of New Life in excess of the Disgorged Amount, subject to the rights of creditors of New Life, to the Class A Shareholders and the Numbered Company Shareholders in the manner to be ordered by the Court; and,
 - (c) any other order that the Court considers appropriate pursuant to section 128(3) of the Act.

PART VII – STAFF COMMITMENT

- 24. If the Commission approves this Settlement Agreement, Staff will not commence any other proceeding under Ontario securities law in relation to the facts set out in Part III of this Settlement Agreement.

PART VIII – PROCEDURE FOR APPROVAL OF SETTLEMENT

25. The parties will seek approval of this Settlement Agreement at a public hearing before the Commission scheduled to commence on April 4, 2011, or on another date agreed to by Staff and the Corporate Respondents, according to the procedures set out in this Settlement Agreement and the Commission’s Rules of Practice.
26. Staff and the Corporate Respondents agree that this Settlement Agreement will form all of the agreed facts that will be submitted at the settlement hearing on the Corporate Respondents’ conduct, unless the parties agree that additional facts should be submitted at the settlement hearing.
27. If the Commission approves this Settlement Agreement, the Corporate Respondents agree to waive all rights to a full hearing, judicial review or appeal of this matter under the Act.
28. If the Commission approves this Settlement Agreement, none of the parties will make any public statement that is inconsistent with this Settlement Agreement or with any additional agreed facts submitted at the settlement hearing.
29. Whether or not the Commission approves this Settlement Agreement, the Corporate Respondents will not use, in any proceeding, this Settlement Agreement or the negotiation or process of approval of this Settlement Agreement as the basis for any attack on the Commission’s jurisdiction, alleged bias, alleged unfairness, or any other remedies or challenges that may otherwise be available.

PART IX – DISCLOSURE OF SETTLEMENT AGREEMENT

30. If the Commission does not approve this Settlement Agreement or does not make the order attached as Schedule “A” to this Settlement Agreement: