

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) FRIDAY, THE 29TH DAY
JUSTICE COLIN L. CAMPBELL) OF MAY, 2009

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. and 2100228 ONTARIO INC.**

Respondents

ORDER

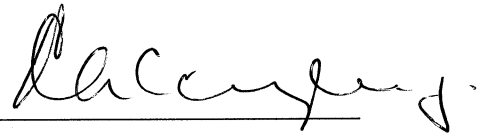
THIS MOTION made by KPMG INC., in its capacity as the Court-appointed Receiver and Manager (the "Receiver"), without security, of all the property, assets and undertaking of the Respondents and 2173817 Ontario Inc. (collectively the "Companies") for the relief set out in its Notice of Motion dated May 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") and upon hearing the submissions of counsel for the Receiver:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that the style of cause in this proceeding be and is hereby amended to include 2173817 Ontario Inc. as a Respondent.

3. **THIS COURT ORDERS** that the Consulting Agreement dated April 22, 2009 (the "Consulting Agreement") entered into between the Receiver and Proverian Capital, LLC is hereby approved and that the Receiver is hereby authorized and directed to carry out the terms of the Consulting Agreement.

A handwritten signature in black ink, appearing to read "R. C. ...", is written over a horizontal line.

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

MAY 29 2009

PER / PAR:

A handwritten signature in black ink, appearing to be a stylized "U" or similar character, is written next to the "PER / PAR:" label.

ONTARIO SECURITIES COMMISSION
Applicant

NEW LIFE CAPITAL CORP., et al
Respondents

and

Court File No.: 08-CL-7832

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced in Toronto

ORDER

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

James H. Grout (LSUC No. 22741H 1B)
Seema Aggarwal (LSUC No. 50674J)

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

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