

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

**and**

**FULCRUM FINANCIAL GROUP INC.,  
SECURED LIFE VENTURES INC.,  
ZEPHYR ALTERNATIVE POWER INC.,  
TROY VAN DYK and WILLIAM L. ROGERS**

**NOTICE OF HEARING  
Sections 127 and 127(1)**

**TAKE NOTICE** that the Ontario Securities Commission (the “Commission”) will hold a hearing pursuant to section 127 of the *Securities Act*, at its offices at 20 Queen Street West, 17<sup>th</sup> Floor Hearing Room on Friday, the 18<sup>th</sup> day of November, 2005 at 2:30 p.m. or as soon thereafter as the hearing can be held:

**TO CONSIDER** whether, pursuant to s.127 and s. 127.1 of the *Securities Act*, it is in the public interest for the Commission:

- 1) to extend the temporary order made November 3, 2005 until the conclusion of the hearing, pursuant to s. 127(7);
- 2) at the conclusion of the hearing, to make an order pursuant to paragraph 2 of s. 127(1) that trading in the securities of Fulcrum Financial Group Inc., Secured Life Ventures Inc. and Zephyr Alternative Power Inc. cease until further order by this Commission;

- 3) at the conclusion of the hearing, to make an order against Van Dyk and Rogers that:
  - (a) Van Dyk and Rogers resign any positions they hold as director or officer of an issuer, pursuant to paragraph 7 of s.127(1); and
  - (b) Van Dyk and Rogers be prohibited from becoming or acting as officer or director of an issuer, pursuant to paragraph 8 of s.127(1).
  
- 4) at the conclusion of the hearing, to make an order against any or all of the Respondents that:
  - (a) trading in any securities of or by the Respondents cease permanently or for such period as is specified by the Commission, pursuant to paragraph 2 of s.127(1);
  - (b) any exemptions contained in Ontario securities law do not apply to the Respondents permanently or for such period as is specified by the Commission, pursuant to paragraph 3 of s.127(1);
  - (c) the Respondents be reprimanded, pursuant to paragraph 6 of s.127(1);
  - (d) the Respondents pay an administrative penalty for failing to comply with Ontario securities law, pursuant to paragraph 9 of s.127(1);
  - (e) the Respondents disgorge to the Commission any amounts obtained as a result of non-compliance with Ontario securities law, pursuant to paragraph 10 of s.127(1); and
  - (f) the Respondents be ordered to pay the costs of the Commission investigation and hearing, pursuant to s.127.1.
  
- 5) to make such orders as the Commission considers appropriate.

**BY REASON OF** the allegations set out in the Statement of Allegations dated November 9, 2005 and such additional allegations as counsel may advise and the Commission may permit;

**AND TAKE FURTHER NOTICE** that any party to the proceedings may be represented by counsel at the hearing;

**AND TAKE FURTHER NOTICE** that upon failure of any party to attend at the time and place aforesaid, the hearing may proceed in the absence of that party and such party is not entitled to any further notice of the proceeding.

**DATED** at Toronto this 9<sup>th</sup> day of November, 2005.

“John Stevenson”