

**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, WILLIAM L. ROGERS,
LESZEK DZIADDECKI, WERNER REINDORF
and REINDORF INVESTMENTS INC.**

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

WHEREAS on November 9, 2005 the Commission issued a Notice of Hearing and Statement of Allegations pursuant to s. 127 and 127.1 of the *Securities Act*;

AND WHEREAS on February 16, 2006 Staff issued an Amended Statement of Allegations that included allegations respecting additional respondents, namely Dziadecki, Reindorf and Reindorf Investments Inc.;

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, 17th Floor Hearing Room on Tuesday, the 11th day of April, 2006 at 10:00 a.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 further extend the temporary order made on November 3, 2005, which has been continued until April 11, 2006 by order of the Commission, 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, Rogers, Dziadecki and Reindorf that:
 - (a) any or all of these individuals resign any positions they hold as director or officer of an issuer, pursuant to paragraph 7 of s.127(1); and
 - (b) any or all of these individuals 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) the registration granted to a person or company under Ontario securities law be suspended or restricted for such period as is specified in the order or be terminated, or that terms and conditions be imposed on the registration pursuant to paragraph 1 of s. 127(1);
 - (b) 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);
 - (c) 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);
 - (d) the Respondents be reprimanded, pursuant to paragraph 6 of s.127(1);
 - (e) the Respondents pay an administrative penalty for failing to comply with Ontario securities law, pursuant to paragraph 9 of s.127(1);
 - (f) 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

- (g) 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 Amended Statement of Allegations dated February 16, 2006 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 16th day of February, 2006.

“Daisy G. Aranha
per: John Stevenson
A/Secretary to the Commission