



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
20 Queen Street West
Toronto ON M5H 3S8

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Toronto ON M5H 3S8

**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., 1660690 ONTARIO LTD., 2126375 ONTARIO INC., 2108375 ONTARIO INC.,
2126533 ONTARIO INC., 2152042 ONTARIO INC., 2100228 ONTARIO INC., AND
2173817 ONTARIO INC.**

**AMENDED NOTICE OF HEARING
Section 127 and Section 127.1**

WHEREAS the Ontario Securities Commission (the "Commission") issued a temporary cease trade order on August 6, 2008 (the "Temporary Order") in respect of New Life Capital Corp., New Life Capital Investments Inc., New Life Capital Advantage Inc., New Life Capital Strategies Inc., 1660690 Ontario Ltd., L. Jeffrey Pogachar ("Pogachar"), Paola Lombardi ("Lombardi") and Alan S. Price ("Price") (the "Respondents");

AND WHEREAS the Temporary Order ordered that (1) pursuant to clause 2 of section 127(1) and section 127(5) of the *Securities Act* R.S.O. 1990, c. S. 5, as amended (the "Act"), trading in securities of and by the Respondents shall cease; (2) pursuant to clause 3 of section 127(1) and section 127(5) of the Act, any exemptions contained in Ontario securities law not do not apply to any of the Respondents; and (3) the Order shall not prevent or prohibit any future payments in the way of premiums owing from time to time in respect of insurance policies which were purchased by the Respondents on or before the date of the Temporary Order;

AND WHEREAS a Notice of Hearing was issued by the Commission and a Statement of Allegations was filed and delivered to the Respondents by Staff of the Commission ("Staff") on August 7, 2008;

AND WHEREAS the Commission has continued the Temporary Order from time to time and on December 5, 2008, the Commission ordered that the Temporary Order be continued until the completion of the Hearing on the Merits in this matter or until further order of the Commission;

AND WHEREAS on February 16, 2010, the Commission ordered that the Hearing on the Merits in the matter of New Life Capital Corp., New Life Capital Investments Inc., New Life Capital Advantage Inc., New Life Capital Strategies Inc., L. Jeffrey Pogachar, Paola Lombardi, Alan S. Price and 1660690 Ontario Ltd. be adjourned to the weeks of September 13 and 20, 2010 with the exception of September 14, 2010 when the Commission will not sit;

AND WHEREAS the Commission added 2126375 Ontario Inc., 2108375 Ontario Inc., 2126533 Ontario Inc., 2152042 Ontario Inc., 2100228 Ontario Inc. and 2173817 Ontario Inc. as respondents (now included when referring to the "Respondents"), by filing with the Commission an Amended Statement of Allegations on June 23, 2010;

AND WHEREAS the Commission will also consider whether to make orders pursuant to paragraphs 2.1, 8.1 and 8.2 pursuant to section 127(1) of the Act as stated in subparagraphs 1(b), (i) and (j) of this Amended Notice of Hearing.

TAKE NOTICE that the Commission will hold a hearing pursuant to sections 127 and 127.1 of the Act at its offices at 20 Queen Street West, 17th Floor Hearing Room commencing on Monday, the 13th day of September, 2010 at 10:00 a.m. or as soon thereafter as the hearing can be held so as to consider whether it is in the public interest for the Commission to make an order 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 section 127(1);

- b. the acquisition of any securities by the Respondents shall be prohibited permanently or for such period as is specified by the Commission, pursuant to paragraph 2.1 of section 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 section 127(1);
- d. the corporate Respondents submit to a review of their practices and procedures and institute such changes as may be ordered by the Commission, pursuant to paragraph 4 of section 127(1);
- e. the Respondents provide any document specified by the Commission to shareholders of or other investors in the corporate Respondents or to such other persons as specified by the Commission, pursuant to paragraph 5 of section 127(1);
- f. the Respondents be reprimanded, pursuant to paragraph 6 of section 127(1);
- g. the respondents L. Jeffrey Pogachar Paola Lombardi and Alan S. Price resign as directors and/or officers of any or all of the corporate Respondents, pursuant to paragraph 7 of section 127(1);
- h. the respondents L. Jeffrey Pogachar, Paola Lombardi and Alan S. Price are prohibited from becoming or acting as director or officer of any issuer, pursuant to paragraph 8 of section 127(1)
- i. the respondents L. Jeffrey Pogachar and Paola Lombardi resign any position they hold as an officer or director of a registrant, pursuant to paragraph 8.1 of section 127(1);
- j. the respondents L. Jeffrey Pogachar and Paola Lombardi are prohibited from becoming or acting as a director or officer of a registrant, pursuant to paragraph 8.2 of section 127(1);
- k. the Respondents pay an administrative penalty for failing to comply with Ontario securities law, pursuant to paragraph 9 of section 127(1);
- l. the Respondents disgorge to the Commission any amounts obtained as a result of non-compliance with Ontario securities law, pursuant to paragraph 10 of section 127(1);

- m. the Respondents be ordered to pay the costs of the investigation and hearing, pursuant to section 127.1; and
- n. to make any such further orders as the Commission considers appropriate.

BY REASON OF the allegations set out in the Amended Statement of Allegations dated June 23, 2010 and such further 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 30th day of June, 2010.

“Daisy Aranha”

Per: John Stevenson
Secretary to the Commission