

**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**

**TEMPORARY ORDER  
Subsection 127(1) & 127(5)**

**WHEREAS** it appears to the Commission:

1. Fulcrum Financial Group Inc. (“Fulcrum”) is an Ontario corporation that was incorporated in December 2004.
2. Fulcrum carries on business as an insurance agency licensed by the Financial Services Commission of Ontario (FSCO) and is not registered in any capacity with the Commission.
3. The President and sole Director of Fulcrum is Troy Van Dyk of Delaware, Ontario. He is an insurance agent licensed by FSCO. Van Dyk is not registered in any capacity with the Commission.
4. The Executive Vice-President of Fulcrum is William L. Rogers of London, Ontario. He is an insurance agent licensed by FSCO. Rogers is not currently registered with the Commission.

5. Fulcrum, Van Dyk, Rogers and other employees or agents of Fulcrum have been trading the following securities (collectively, the "Subject Securities"):
  - (a) Secured Life Notes which are a combination of promissory notes and shares of Secured Life Ventures Inc., an Ontario corporation that invests in managing general agencies of insurance companies. The subscription agreement for Secured Life Ventures Inc. purports to provide an annual return on total amounts invested of 10% for 10 years.
  - (b) convertible debentures in Zephyr Alternative Power Inc., an Ontario corporation that manufactures wind turbines. The subscription agreement for Zephyr purports to provide an annual return of up to 10.25%.
  - (c) common shares in the operating business of Fulcrum.
6. The trades of the Subject Securities are trades of securities not previously issued, and are therefore distributions.
7. Van Dyk and Rogers have made misleading representations to investors regarding the Subject Securities including representations regarding their future listing and future value, contrary to s. 38 of the *Securities Act*.
8. Fulcrum and its representatives rely on the exemptions contained in Rule 45-501 in circumstances where the conditions of the Rule have not been satisfied.
9. Fulcrum and its representatives are not registered to trade the Subject Securities, contrary to s. 25 of the *Securities Act*.
10. No prospectus has been received for any of the Subject Securities, contrary to s.53 of the *Securities Act*.

**AND WHEREAS** the Commission is of the opinion that the time required to conclude a hearing could be prejudicial to the public interest;

**AND WHEREAS** By Commission Order made November 1, 2005 pursuant to section 3.5(3) of the Act, any one of W. David Wilson, Susan Wolburgh Jenah and Paul M. Moore, acting alone, is authorized to make orders under section 127 of the *Securities Act*;

**AND WHEREAS** the Commission is of the opinion that it is in the public interest to make this order;

**IT IS ORDERED** pursuant to subsection 127(1), paragraph 2, of the *Securities Act* that all trading in the following securities shall cease:

- (a) Secured Life Ventures Inc.
- (b) Zephyr Alternative Power Inc.
- (c) Fulcrum Financial Group Inc.

**IT IS FURTHER ORDERED** pursuant to subsection 127(1), paragraph 3, of the *Securities Act* that the exemptions contained in Ontario securities law do not apply to Troy Van Dyk and William L. Rogers.

**IT IS FURTHER ORDERED** that pursuant to subsection 127(6) of the *Securities Act* this order shall take effect immediately and shall expire on the fifteenth day after its making unless extended by order of the Commission.

Dated at Toronto this 3<sup>rd</sup> day of November, 2005.

“Paul Moore”

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Paul M. Moore