

**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.**

**ORDER
(Section 127)**

WHEREAS on March 1, 2006, the Ontario Securities Commission issued a Notice of Hearing pursuant to section 127 of the *Securities Act* (the "Act") in respect of Zephyr Alternative Power Inc. ("Zephyr");

AND WHEREAS Zephyr entered into a Settlement Agreement with Staff of the Commission dated March 1, 2006 (the "Settlement Agreement") in which it agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing, subject to the approval of the Commission;

AND WHEREAS Zephyr has made undertakings to Staff of the Commission as described in the Settlement Agreement;

AND UPON reviewing the Settlement Agreement and the Notice of Hearing and Statement of Allegations of Staff of the Commission, and upon hearing submissions from counsel for Zephyr and from Staff of the Commission;

AND WHEREAS the Commission is of the opinion that it is in the public interest to approve the Settlement Agreement, attached hereto as Schedule “A”;

IT IS HEREBY ORDERED THAT

- (a) pursuant to clause 4 of s.127(1), Zephyr will immediately institute the program prescribed by Schedule 1 to the Settlement Agreement to ensure that future exempt sales of securities by Zephyr are in compliance with Ontario securities law; and
- (b) pursuant to clause 6 of s.127(1), Zephyr is reprimanded; and
- (c) pursuant to clause 2 of s.127(1) and s. 144, the temporary order made on November 3, 2005 and continued until April 11, 2006 by order of the Commission, shall cease to apply to Zephyr as of this date.

IT IS FURTHER ORDERED pursuant to s.3.4(2)(b) of the Act, that any money received by the Commission pursuant to this Order is hereby allocated to or for the benefit of such third parties as may be determined in accordance with the Settlement Agreement and the rescission protocol accompanying it, or otherwise as may be determined by the Commission.

DATED at Toronto this 6th day of March, 2006

“Paul M. Moore”

Paul M. Moore

“Robert W. Davis

Robert W. Davis

“David L. Knight”

David L. Knight