



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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

**ORDER
(Section 127)**

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. (all of the corporations together, “New Life”), L. Jeffrey Pogachar (“Pogachar”), Paola Lombardi (“Lombardi”) and Alan S. Price (“Price”) (collectively, the “Original Respondents”);

AND WHEREAS the Temporary Order ordered that (1) pursuant to clause 2 of section 127(1) and section 127(5) of the Act, trading in securities of and by the Original 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 do not apply to any of the Original 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 Original Respondents on or before the date of the Order;

AND WHEREAS the Commission issued a Direction on August 6, 2008 to TD Canada Trust, Branch 2492 in Grimsby, Ontario directing TD Canada Trust to retain all funds, securities or property on deposit in the names or under the control of New Life (the “Direction”);

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

AND WHEREAS the Commission varied the Direction on August 11, 2008 to permit the release of \$87,743.54 from the funds that are the subject of the Direction for the purpose of certain immediate and urgent expenses (the “Varied Direction”);

AND WHEREAS on August 12, 2008 the Ontario Superior Court of Justice ordered that the Varied Direction, as varied or revoked by the Commission, is continued until final resolution of this matter by the Commission or further order of the Court;

AND WHEREAS on August 15, 2008, the Commission ordered the following exemptions to the Temporary Order: (1) Pogachar, Lombardi and Price may each hold one account to trade securities; (2) each account must be held with a registered dealer to whom this Order and any preceding Orders in this matter must be given at the time of opening the account or before any trading occurs in the account; and (3) the only securities that may be traded in each account are: (a) those listed and posted for trading on the TSX, TSX Venture Exchange, Bourse de Montreal or New York Stock Exchange; (b) those issued by a mutual fund which is a reporting issuer; or (c) a fixed income security;

AND WHEREAS the Original Respondents were represented by counsel and were served with the Temporary Order, the Notice of Hearing dated August 7, 2008, the Statement of Allegations dated August 7, 2008 and the Affidavit of Stephanie Collins sworn August 7, 2008;

AND WHEREAS on August 21, 2008, Staff and counsel for the Original Respondents appeared before the Commission and the Commission ordered that the Temporary Order is continued until September 22, 2008 and that the hearing is adjourned to September 19, 2008, at 2:30 p.m.;

AND WHEREAS the Original Respondents requested a variance to the Varied Direction to permit outstanding expenses to be paid and additional expenses to be paid going forward and Staff consented to the Original Respondents' request but only with respect to certain outstanding expenses and certain minimal expenses to be paid going forward (the “Consent Expenses”);

AND WHEREAS the Original Respondents requested a variance to the Varied Direction on September 19, 2008 with respect to the Consent Expenses only;

AND WHEREAS Staff delivered to counsel for the Original Respondents and filed a Supplementary Affidavit of Stephanie Collins sworn September 19, 2008 detailing the expenses included in the variance requested by the Original Respondents and consented to by Staff;

AND WHEREAS on September 19, 2008, Staff and counsel for the Original Respondents appeared before the Commission and the Commission ordered: (i) that the Varied Direction is further varied in order to permit the release of \$46,891.35, and (ii) that the Temporary Order is continued until October 15, 2008 and the hearing is adjourned to October 14, 2008 p.m. or such other date as is agreed by Staff and the Original Respondents and determined by the Office of the Secretary;

AND WHEREAS on October 10, 2008, the Commission ordered that the Temporary Order is continued until October 24, 2008, and the hearing is adjourned to October 23, 2008 at 10:00 a.m., or such other date as is agreed by Staff and the Original Respondents and determined by the Office of the Secretary;

AND WHEREAS on October 23, 2008, Staff, counsel for New Life and counsel for Pogachar and Lombardi attended before the Commission, New Life brought a motion to seek a variation to the Varied Direction for certain purposes and the Commission ordered that (1) the Temporary Order is continued until November 7, 2008 and the hearing in this matter is adjourned to November 6, 2008 at 9:00 a.m.; and (2) the Varied Direction is further varied to permit the release of \$60,000.00 to pay Gowling Lafleur Henderson LLP to cover unpaid accounts;

AND WHEREAS a hearing was held on November 6, 2008 at which Staff, counsel for New Life and counsel for Pogachar and Lombardi appeared and the Commission ordered that the Temporary Order is continued until December 8, 2008 and the hearing in this matter is adjourned to December 5, 2008;

AND WHEREAS a hearing was held on December 5, 2008 at which Staff and counsel for Pogachar and Lombardi attended, Staff having been advised as to the consent to proposed hearing dates by counsel for New Life and counsel for Price, and the Commission ordered that the

Temporary Order is continued until the conclusion of the hearing on the merits in this matter or until further order of the Commission and the hearing is adjourned to the weeks of August 10 and 17, 2009 but for August 18, 2009;

AND WHEREAS, on application of the Commission pursuant to section 129 of the Act, on December 17, 2008, the Ontario Superior Court of Justice appointed KPMG Inc. as receiver over the property, assets and undertakings of New Life;

AND WHEREAS the Commission was not available for the hearing on the merits during the weeks of August 10 and 17, 2009 and the Commission ordered, on consent of the parties, including New Life as represented by counsel for KPMG Inc. as court-appointed receiver, that the hearing on the merits is adjourned to the weeks of January 18 and 25, 2010, and that a pre-hearing conference be held on Tuesday, October 13, 2009 at 2:30 p.m.;

AND WHEREAS on December 18, 2009, the Commission received a Notice of Intention to Act in Person from Price;

AND WHEREAS Staff advised the Commission on January 13, 2010 that they had obtained new documents which demonstrate a need for further investigation and requested an adjournment to February 16, 2010 at 9:00 a.m., at which time Staff would advise what, if any, further time may be necessary to investigate and a new date for the hearing on the merits would be set;

AND WHEREAS Staff advised the Commission that Price consented to the requested adjournment and Staff and counsel for Pogachar and Lombardi and counsel for KPMG Inc., the court-appointed receiver for New Life, appeared before the Commission on January 13 and the Commission adjourned the hearing to February 16, 2010;

AND WHEREAS, on February 16, 2010, Staff, counsel for New Life and counsel for Pogachar and Lombardi attended before the Commission and Staff requested that the hearing on the merits be adjourned to the weeks of September 13 and 20, 2010 to permit further investigation and to accommodate the schedules of counsel for both Staff and the parties;

AND WHEREAS Staff advised that Price and counsel for KPMG Inc. as court-appointed receiver have consented to the requested adjournment and counsel for Pogachar and Lombardi takes no position;

AND WHEREAS on February 16, 2010, the Commission adjourned the hearing on the merits to the weeks of September 13 and September 20, 2010;

AND WHEREAS the Commission issued an Amended Notice of Hearing on June 30, 2010 and Staff issued an Amended Statement of Allegations against the Original Respondents and 2126375 Ontario Inc., 2108375 Ontario Inc., 2126533 Ontario Inc., 2152042 Ontario Inc., 2100228 Ontario Inc., and 2173817 Ontario Inc. (the added respondents and the Original Respondents are collectively referred to as the “Respondents”) on June 23, 2010;

AND WHEREAS the Commission is not available for the hearing on the merits during the weeks of September 13, 2010 and September 20, 2010;

IT IS ORDERED that the hearing on the merits is adjourned to the weeks of November 8, 2010 and November 15, 2010 when the Commission will sit from 10:00 a.m. to 4:30 p.m. except for November 9, 2010, or to such other dates as are agreed by the parties and fixed by the Office of the Secretary.

DATED at Toronto this 8th day of September, 2010.

“James E. A. Turner”

James E. A. Turner