



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 -**

**NORTH AMERICAN FINANCIAL GROUP INC., NORTH AMERICAN CAPITAL  
INC., ALEXANDER FLAVIO ARCONTI, AND LUIGINO ARCONTI**

**ORDER  
Sections 127(7) & 127(8)**

**WHEREAS** on the 10th day of November, 2010, pursuant to subsections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c S.5, as amended (the "Act"), the Ontario Securities Commission (the "Commission") made an order against North American Financial Group Inc. ("NAFG"), North American Capital Inc. ("NAC"), Alexander Flavio Arconti ("Flavio") and Luigino Arconti ("Gino");

**AND WHEREAS** on the 10th day of November, 2010, pursuant to subsection 127(6) of the Act, the Commission ordered that the following Temporary Order shall expire on the 15th day after its making unless extended by order of the Commission;

**AND WHEREAS** by Commission Order dated November 10, 2010, the Commission made the following temporary order (the "Temporary Order"):

1. pursuant to clause 2 of subsection 127(1) of the Act, that all trading in the securities of NAFG and NAC shall cease;
2. pursuant to clause 2 of subsection 127(1) of the Act, that NAFG, NAC, Flavio and Gino cease trading in all securities; and
3. that pursuant to clause 3 of subsection 127(1) of the Act, that the exemptions contained in Ontario securities law do not apply to NAFG, NAC, Flavio or Gino;

**AND WHEREAS** by Commission Order dated November 23, 2010, the Temporary Order was amended such that Flavio and Gino may trade in securities for their own accounts or their parents' accounts or for the accounts of their registered retirement savings plan or registered income fund (as defined in the *Income Tax Act* (Canada)) provided that they trade through accounts opened in their parents' names or either of their names only;

**AND WHEREAS** the Temporary Order as amended has been extended from time to time;

**AND WHEREAS** by Order dated February 28, 2011, the Temporary Order as amended was extended to March 28, 2011;

**AND WHEREAS** the Superior Court of Justice (Commercial List) issued an order on March 7, 2011 approving a Proposal made under the *Bankruptcy Insolvency Act* in the matter of NAFG (the "Proposal");

**AND WHEREAS** pursuant to the Proposal all secured creditors of NAFG are to be issued Convertible Debentures in an amount equal to the amount owing by NAFG to the secured creditors and all unsecured creditors are to be issued Convertible Debentures in an amount equal to 50% of their unsecured proven claims;

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

**AND WHEREAS** the parties to this proceeding consent to the making of this order;

**IT IS ORDERED** that the Temporary Order as amended be further amended to permit NAFG and its officers and directors to issue Convertible Debentures in accordance with the Proposal (the "Further Amended Temporary Order");

**IT IS FURTHER ORDERED** that the Further Amended Temporary Order is extended to Monday, May 2, 2011;

**IT IS FURTHER ORDERED** that the hearing in this matter be adjourned to Friday, April 29, 2011 at 10:00 a.m. or to such other date or time as provided by the Secretary's Office and agreed to by the parties.

**DATED** at Toronto this 25<sup>th</sup> day of March, 2011.

*"Edward P. Kerwin"*

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Edward P. Kerwin