



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
(Sections 127(1) and 127.1 of the *Securities Act*)**

WHEREAS on August 7, 2008, the Ontario Securities Commission (the “**Commission**”) issued and filed a Notice of Hearing returnable August 21, 2008 to consider the allegations made by Staff of the Commission (“**Staff**”) in the Statement of Allegations dated August 7, 2008;

AND WHEREAS on June 30, 2010, the Commission issued an Amended Notice of Hearing returnable September 13, 2010 to consider allegations made by Staff in the Amended Statement of Allegations dated June 23, 2010;

AND WHEREAS on November 10, 2010, the Commission approved a Settlement Agreement between Staff and the Respondent, Alan S. Price;

AND WHEREAS on January 25, 2011, the Commission approved a Settlement Agreement between Staff and 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. (together, the “**Corporate Respondents**” or “**New Life**”) by and through KPMG Inc. in its capacity as the Court-appointed Receiver and Manager of the Corporate Respondents (the “**Receiver**”), which provided, in part, that the Corporate Respondents shall disgorge to the Commission the amount of

\$22,508,784.50 being the amount of monies raised from investors by the sale of shares of New Life entities contrary to Ontario securities law (the “**Corporate Respondents’ Disgorgement Order**”);

AND WHEREAS the hearing on the merits with respect to Staff’s allegations against the remaining respondents to the proceedings, L. Jeffrey Pogachar and Paola Lombardi (together, the “**Individual Respondents**”) commenced on December 5, 2011 and concluded on January 20, 2012 (the “**Merits Hearing**”);

AND WHEREAS the Individual Respondents did not attend the Merits Hearing as indicated in their correspondence with Staff and the Commission;

AND WHEREAS the Commission rendered its decision on the merits on January 20, 2012 after the conclusion of the Merits Hearing and issued its Reasons for Decision on the merits on March 28, 2012, finding that the Individual Respondents contravened sections 25(1)(a), 126.1(b), and 129.2 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “**Act**”);

AND WHEREAS the Commission directed that a sanctions and costs hearing in respect of the Individual Respondents be scheduled for May 11, 2012 (the “**Sanctions Hearing**”);

AND WHEREAS Staff and counsel for the Receiver attended the Sanctions Hearing and the Individual Respondents did not attend the Sanctions Hearing;

AND WHEREAS on May 11, 2012, having considered the written and oral submissions of Staff, the Corporate Respondents’ Disgorgement Order, and the Receiver’s oral evidence called by Staff at the Sanctions Hearing indicating, among other things, the Receiver’s consent to the terms of this order, the Commission is of the opinion that it is in the public interest to make the following order with reasons to be issued in due course;

IT IS ORDERED THAT:

1. Trading in any securities by the Individual Respondents shall cease permanently pursuant to clause 2 of section 127(1) of the Act;
2. The acquisition of any securities by the Individual Respondents is prohibited permanently pursuant to clause 2.1 of section 127(1) of the Act;
3. Any exemptions contained in Ontario securities law shall not apply to the Individual Respondents permanently pursuant to clause 3 of section 127(1) of the Act;
4. The Individual Respondents are reprimanded pursuant to clause 6 of section 127(1) of the Act;

5. The Individual Respondents shall resign any position that he or she holds as a director or officer of any issuer or registrant pursuant to clauses 7 and 8.1 of section 127(1) of the Act;
6. The Individual Respondents are prohibited permanently from becoming or acting as a director or officer of any issuer or registrant pursuant to clauses 8 and 8.2 of section 127(1) of the Act;
7. Having determined that the Individual Respondents have failed to comply with the securities laws of Ontario, each of the Individual Respondents shall pay an administrative penalty of \$750,000 each pursuant to clause 9 of section 127(1) of the Act;
8. Having determined that the Individual Respondents have failed to comply with the securities laws of Ontario, the Individual Respondents shall disgorge to the Commission the sum of \$21,908,607 on a joint and several basis pursuant to clause 10 of section 127(1) of the Act, which sum shall be paid jointly and severally with, and not in addition to, the disgorgement funds that are the subject of the Corporate Respondents' Disgorgement Order;
9. All amounts received by the Commission in respect of the administrative penalty ordered in paragraph 7 above and the disgorgement amounts ordered in paragraph 8 above are to be applied to or for the benefit of third parties pursuant to section 3.4(2)(b) of the Act as the Commission in its absolute discretion shall decide; and
10. Having determined that the Individual Respondents have failed to comply with the securities laws of Ontario, the Individual Respondents shall pay the costs of the Commission's investigation and hearing in the amount of \$257,756.32 on a joint and several basis pursuant to section 127.1 of the Act.

DATED at Toronto this 17th day of May, 2012.

"Edward P. Kerwin"
Edward P. Kerwin

"Paulette L. Kennedy"
Paulette L. Kennedy