



British Columbia Securities Commission

2008 BCSECCOM 625

Cease Trade Order

New Life Capital Investments Inc.

Section 164 of the *Securities Act*, R.S.B.C. 1996, c. 418

- ¶ 1 New Life Capital Investments Inc. (New Life), located in Toronto, Ontario, is not a reporting issuer in British Columbia.
- ¶ 2 During 2007 and 2008, New Life distributed securities in British Columbia. New Life relied on exemptions in National Instrument 45-106 *Prospectus and Registration Exemptions* to complete the distributions.
- ¶ 3 An offering memorandum dated August 25, 2006, which New Life used to complete some of the distributions, was not prepared in the form required by section 2.9 of NI 45-106, because:
1. it contained interim financial statements that were not prepared in accordance with generally accepted accounting principles,
 2. New Life did not update the offering memorandum to include adequate disclosure concerning transactions with related parties, and
 3. the offering memorandum did not contain audited financial statements for the year ended December 31, 2006, for distributions occurring after April 30, 2007.
- ¶ 4 An offering memorandum dated October 31, 2007, which New Life used to complete some of the distributions, was not prepared in the form required by section 2.9 of NI 45-106, because:
1. the offering memorandum contained interim financial statements that were not prepared in accordance with generally accepted accounting principles, and
 2. it did not include adequate disclosure concerning transactions with related parties.



- ¶ 5 Under section 164(1) of the Act, the Executive Director orders that trading in the securities of New Life cease until:
1. New Life files an offering memorandum in the required form, and
 2. The Executive Director makes an order under section 171 of the Act revoking this order.
- ¶ 6 December 10, 2008

Martin Eady, CA
Director
Corporate Finance