

**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 and WILLIAM L. ROGERS**

**STATEMENT OF ALLEGATIONS
OF THE ONTARIO SECURITIES COMMISSION**

Staff of the Ontario Securities Commission (the “Commission”) make the following allegations:

Background

1. Fulcrum Financial Group Inc. (“Fulcrum”) is an Ontario corporation incorporated in December 2004.
2. Fulcrum carries on business as an insurance agency licensed by the Financial Services Commission of Ontario (FSCO) and is not registered in any capacity with the Commission.
3. The President and sole Director of Fulcrum is Troy Van Dyk of Delaware, Ontario. He is an insurance agent licensed by FSCO. Van Dyk is not registered in any capacity with the Commission.
4. The Executive Vice-President of Fulcrum is William L. Rogers of London, Ontario. He is an insurance agent licensed by FSCO. Rogers is not currently registered with the Commission.
5. Fulcrum, Van Dyk, Rogers and other employees or agents of Fulcrum have been trading the following securities (collectively, the “Subject Securities”):
 - (i) Secured Life Notes which are a combination of promissory notes and shares of Secured Life Ventures Inc., an Ontario corporation

that invests in managing general agencies of insurance companies. The subscription agreement for Secured Life Ventures Inc. purports to provide an annual return on total amounts invested of 10% for 10 years.

- (ii) convertible debentures in Zephyr Alternative Power Inc., an Ontario corporation that manufactures wind turbines. The subscription agreement for Zephyr purports to provide an annual return of up to 10.25%.
- (iii) common shares in the operating business of Fulcrum.

6. The trades of the Subject Securities are trades of securities not previously issued, and are therefore distributions. No prospectus has been issued in respect of the Subject Securities.

7. Van Dyk and Rogers have made misleading representations to investors regarding the Subject Securities including representations regarding their future listing and future value.

Conduct Contrary to the Public Interest

8. Fulcrum and its representatives, which include Van Dyk and Rogers, have made misleading representations to investors, including representations regarding the future listing and future value of the Subject Securities, contrary to s. 38 of the *Securities Act* and contrary to the public interest.

9. Fulcrum and its representatives, which include Van Dyk and Rogers, purport to rely on the registration and prospectus exemptions contained in Rule 45-501 in circumstances where the exemptions contained therein are not available.

10. Fulcrum and its representatives are not registered to trade the Subject Securities, contrary to s.25 of the *Securities Act* and contrary to the public interest.

11. No prospectus receipt has been issued to qualify the sale of the Subject Securities, contrary to s.53 of the *Securities Act* and contrary to the public interest.

12. As President and sole Director of Fulcrum, Van Dyk has authorized, permitted or acquiesced in the breach of s.25, s.38 and s.53 of the *Securities Act* by Fulcrum and its representatives and has engaged in conduct contrary to the public interest.

13. Such additional allegations as Staff may advise and the Commission may permit.

Dated at Toronto this 9th day of November, 2005.