

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

_____)
IN THE MATTER OF: CELESTIAL LIFE PLANNING, INC.,) FILE NO. 0300096
Its, Officers, Directors, agents, employees, affiliates,))
Successors and assigns.))
_____)

TEMPORARY ORDER OF PROHIBITION

TO RESPONDENT: Celestial Life Planning, Inc.
 5878 Montevideo Road-Unit 35
 Mississauga, Ontario L5N2V5

 Celestial Life Planning, Inc.
 33 East Pittsburgh Street
 Greensburg, PA 15601

On information and belief, I, Jesse White, Secretary of State for the State of Illinois, through my designated representative, who has been fully advised in the premises by the staff of the Securities Department, Office of the Secretary of State, herein find:

1. That Celestial Life Planning, Inc., an Ontario, Canada corporation (hereinafter "Respondent"), maintains business addresses at 5878 Montevideo Road-Unit 35, Mississauga, Ontario L5N2V5, and 33 East Pittsburgh Street, Greensburg, PA 15601.
2. That during between October, 2001 and January, 2002, or thereabouts, one Joseph M. Stabile, Chairman and CEO of Respondent, (hereinafter "CEO") while doing business at the offices of and with Guarantee Trust Life Insurance Company (hereinafter "GTLI") told some of GTLI employees previously unknown to Respondent that Respondent was the shell parent company of Celestial Burial Case, Inc., and its associated companies (hereinafter "Celestial"). GTLI employees were further told that after Respondent took over the operations of Celestial, Respondent would go public and be registered on the Canadian Venture Exchange, that there would be an infusion of cash from investors, shares

issued on acquisitions, "merging with a Canadian junior capital pool", and the IPO itself.

3. That between October 2001 and January 2002, or thereabouts, Respondent through CEO offered to sell shares of Respondent to more than one GTLI employee who was an Illinois resident (hereinafter "Investor") previously not known to Respondent. The offer was for common shares and warrants at a price of U.S. \$0.45 per Common Share and Warrant.
4. That subsequent to the foregoing in person solicitation, Respondent caused to be sent to more than one Investor a Subscription Agreement (the "Offering Document") for the Offering.
5. That following receipt of the Offering Document, more than one Investor returned it, along with payment to Respondent's counsel as requested in the subscription agreement.
6. That the activities described in paragraphs 2 through 5 above constitute the offer and sale of a security and therefore a security as those terms are defined in Sections 2.1, 2.5, and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
7. That Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt under Section 4 shall be registered either by coordination or by qualification prior to their offer or sale in the State of Illinois.
8. That Respondent failed to file with the Secretary of State an application for registration of the securities described above as required by the Act and that as a result the security was not registered pursuant to Section 5 of the Act prior to its offer in the State of Illinois.
9. That Section 12.A of the Act provides, inter alia, that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
10. That Section 12.D of the Act provides, inter alia, that it shall be a violation for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.
11. That by virtue of the foregoing, Respondent have violated Sections 12.A and 12.D of the Act.
12. That the aforementioned findings are based upon credible evidence.
13. That Section 11.F (2) of the Act provides, inter alia, that the Secretary of State may temporarily prohibit the offer or sale of securities by any person, without

Temporary Order of Prohibition

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notice and prior hearing, if the Secretary of State shall deem it necessary to prevent an imminent violation of the Act or to prevent losses to investors that will occur as a result of prior violations of the Act.

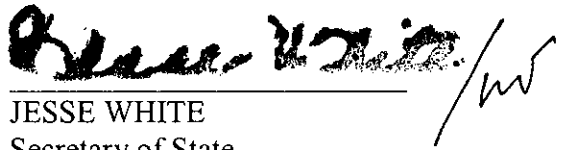
14. That the entry of this Temporary Order prohibiting Respondent, or its agents, affiliates, and employees, from offering or selling securities in the State of Illinois is in the public interest and for the protection of the investing public and is consistent with the purposes intended by the provisions of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondent is **PROHIBITED** from offering or selling securities in or from this State until the further Order of the Secretary of State.

NOTICE is hereby given that Respondent may request a hearing on this matter by transmitting such request in writing to the Director, Illinois Securities Department, 69 West Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) calendar days of the date of entry of the Temporary Order of Prohibition. Upon receipt of a request for hearing, a hearing will be scheduled as soon as reasonably practicable. A request for hearing will not stop the effectiveness of this Temporary Order and will extend the effectiveness of this Temporary Order for sixty days from the date the hearing request is received by the Department.

FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) CALENDAR DAYS AFTER ENTRY OF THIS TEMPORARY ORDER OF PROHIBITION SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND SHALL CONSTITUTE SUFFICIENT BASIS TO MAKE THIS TEMPORARY ORDER OF PROHIBITION FINAL.

Dated: This 11th day of January, 2006.



JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:

Samuel F. Freiman
Illinois Securities Department
69 West Washington Street, Suite 1220
Chicago, Illinois 60602
312-793-3384