

Nelson Financial Group Ltd.
Unofficial Transcription of the Endorsement of Madam Justice Pepall

December 9, 2010

There are a variety of issues before me today.

Firstly, it is agreed that the Gowling accounts will be reduced by \$82,475 inclusive of HST and no claim will be made for any further assessment under the Solicitors Act with respect to any other legal services provided by Gowlings to any of the Nelson companies.

Secondly, subject to my review of the Monitor's October and November accounts, and these of Thornton Grout for the same period, there will be a reduction of \$92,423.73 inclusive of HST with respect to the Monitor's account.

Thirdly, my order of December 1, 2010 will be amended such that the Monitor need not make a site visit on a weekly basis unless requested by the IOO or unless the Monitor believes it should do so as a result of its statutory obligations.

Subject to my review of appropriate language the November 22, 2010 order will be revised with respect to the Monitor's powers it being the desire of the parties present that those powers be rescinded save and except that the Monitor will complete the Claims Process and address the claims of Messrs. Debono and McVey subject to the same process, the \$5 million held by the Monitor in a GIC will be transferred back to NF once it may be cashed.

Next, the fees of Thornton Grout for July, August and September are approved. The Rep Counsel consents to approval of the October and November fees.

Lastly, the Monitor Reports #7, Supplement to #7, Second Supplement to #7, #9, Supplement to #9, and #10 are, on consent of Rep Counsel, approved.

In addition, the fees of Rep Counsel and Special Counsel to October 26 and October 21, 2010 respectively are approved.

Counsel will attend at a 9:30 with the proposed order.

Madam Justice Pepall

10V 22, 2010

Adj'd to Dec 1, 2010.

M. Repell, J.

Dec. 9, 2010

There are a variety of issues before me today.

Firstly, it is agreed that the Crankley accounts will be reduced by \$2,475 inclusive of HST + no claim will be made for any further assessment under the Solicitors Act with respect to any other legal services provided by Crankley to any of the Nelson companies.

Secondly, subject to my review of the Monitor's Oct + Nov accounts + those of Thornton Groat for the same period, there will be a reduction of \$92,423.93 inclusive of HST with respect to the Monitor's account.

Thirdly, my order of Dec 1, 2010 will be amended such that the Monitor need not make a site list on a weekly basis unless requested by the 100 or unless the Monitor believes it should do as a

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF NELSON FINANCIAL GROUP LTD.

APPLICANT

Nov 22-10

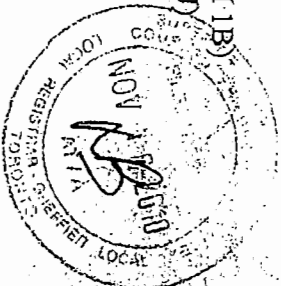
Court File No.: 10-8630-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

MOTION RECORD
(RETURNABLE NOVEMBER 22, 2010)

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result of ~~the~~ statutory obligations.

Subject to my review of appropriate language, the Nov 22, 2010 order will be revised with respect to the Monitor's powers & key the desire of the parties present that those powers be rescinded save & except that the Monitor will complete the claims process & address the claims of Messrs.

DeBene & Mevey ~~subject to~~ to the same process, the \$5 million held by the Monitor - a GIC will be transferred back to NF once it may be cashed.

Next, the fees of Thornton Grant for July, Aug + Sept are approved. The Rep Counsel consents to approval of the Oct + Nov fees.

Lastly, the Monitor's reports #7, Supplement to #7, second supplement to #7, #9, Supplement to #9, #10, are in consent of Rep Counsel approved.

In addition, the fees of Rep Counsel + Special Counsel to Oct 26 + Oct 27 2010 respectively are approved.

Counsel will attend at a 9:30 with the proposed order.

J. Repull, J