

Service

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record in respect of this Motion be and its is hereby abridged and that the service of the Notice of Motion and Motion Record herein as affected by the Applicant is hereby validated in all respects.

Plan of Compromise and Arrangement

2. **THIS COURT ORDERS** that the Plan of Compromise and Arrangement in respect of Nelson Financial Group Ltd. dated February 11, 2011 as amended on February 24, 2011 and in the form attached as Schedule "A" hereto (the "Plan") is hereby accepted for filing and the Applicant shall seek acceptance and sanctioning of the Plan, subject to such amendments as may advised and permitted in accordance with the terms of the Plan, in the manner set forth herein.

3. **THIS COURT ORDERS** that, except where otherwise defined, capitalized terms in this Order have the meanings assigned to such in the Plan.

The Meeting of Creditors

4. **THIS COURT ORDERS** that the Applicant is hereby authorized to call, hold and conduct a meeting of the Eligible Voting Creditors for the purpose of considering, and if deemed advisable, passing, with or without variation, a resolution to approve the Plan in respect of the Applicant (the "Meeting").

5. **THIS COURT ORDERS** that the Meeting shall be held on Saturday, April 16, 2011 (the "Meeting Date") at 11:00 a.m. (Toronto time) at a publically accessible facility to be arranged by the Applicant in the Greater Toronto Area, Ontario and the Applicant is

hereby authorized, with the consent of the Chair (as defined in paragraph 11 of this Order), to adjourn the Meeting to such time and place as it deems necessary or desirable.

6. **THIS COURT ORDERS** that on or before March 10, 2011, the Applicant shall send or have sent by prepaid post to each Eligible Voting Creditor who has filed a proof of claim in accordance with the Claims Procedure Order to the address set forth on the proof of claim filed by the Eligible Voting Creditor or, in the case of any Creditor whose Claim is deemed to be a Proven Claim by the terms of the Claims Procedure Order, at the last known address for such creditor as shown on the records of the Applicant and, in addition, shall send by electronic transmission to those Eligible Voting Creditors that have provided the Applicant and/or the Representative Counsel with email addresses: (a) a Notice of Meeting in the form attached as Schedule "B" hereto; (b) a copy of this Order (without attachments); (c) a copy of the Plan; and (d) forms of proxy and voting letter substantially in the forms attached as Schedules to the Plan amended to reflect the time, date and place of the Meeting.

7. **THIS COURT ORDERS** that the Applicant shall prepare an information circular for the Meeting describing the background of the Applicant, the assets and undertaking of the Applicant, the business proposed to be conducted in the future by the Applicant, the terms and effect of the Plan, the qualifications of the proposed management including those persons recommended by the IOO for nomination for appointment under the Articles of Reorganization as directors of the Applicant and the forecast of the anticipated financial performance of the Applicant under its expected business plan (the "Information Circular") and shall provide a draft of the Information Circular to Staff of the Ontario Securities Commission and the Monitor on or before Wednesday, March 9, 2011.

8. **THIS COURT ORDERS** that on or before April 6, 2011, the Applicant shall send the Information Circular to all Creditors who had been sent the Notice of Meeting in the same manner set out in paragraph 6 of this Order. Before the Information Circular is sent to the Creditors who had been sent the Notice of Meeting, the Applicant shall obtain confirmation from Staff of the Ontario Securities Commission that it does not oppose the contents of the Information Circular as it relates to the requirement to provide prospectus level disclosure to the Creditors.

9. **THIS COURT ORDERS** that the Monitor shall prepare a report under the terms of section 23(1)(d.1) and section 23(1)(i) of the CCAA and containing an update on the restructuring process, the current state of the assets and business of the Applicant, the Monitor's views of the Plan and the recommendations of the Monitor as to the approval of the Plan including his opinion of any alternative outcomes available to the Creditors (the "Monitor's Report") and the Monitor's Report shall be filed with this Court, posted on the Monitor's website and sent by the Applicant to the Eligible Voting Creditors in the same manner set out in paragraph 6 of this Order by no later than Wednesday, April 6, 2011.

10. **THIS COURT ORDERS** that the Applicant be and is hereby authorized to modify, amend or supplement the Plan by way of a supplementary or amended plan of compromise and arrangement at any time or from time to time prior to the Meeting or at the Meeting, in which case any such supplementary plan of compromise and arrangement shall, for all purposes, be and is deemed to be a part of and incorporated into the Plan, and any such modification, amendment or modification shall be forthwith copied and

advised to the Monitor and to the Creditors. The Monitor shall post a copy of any amended Plan on its website as soon as practicable.

11. **THIS COURT ORDERS** that Greg S. Macleod, CA,CIRP shall be engaged by the Applicant to preside as the chairperson of the Meeting (the "Chair") and shall decide all matters relating to the rules and procedures at, and the conduct of, the Meeting.

12. **THIS COURT ORDERS** that, for the purposes of voting to approve the Plan, there shall be one class of Eligible Voting Creditors of the Applicant as set forth in the Plan.

13. **THIS COURT ORDERS** that Eligible Voting Creditors of the Applicant shall be entitled to attend and vote at the Meeting in respect of the Applicant's Eligible Voting Creditors in person, by proxy, or by voting letter and that any proxies or voting letters shall be delivered to the Chair at his business address to be included in the Notice of Meeting prior to the Meeting Date and to the Chair or the Scrutineer at the Meeting.

14. **THIS COURT ORDERS** that the Chair shall appoint and instruct Ronald S. Dale, C.A. of the firm of Bongard Dale Fried LLP to act as the Scrutineer of the Meeting to review the attendance of creditor, to examine and record all proxies and voting letters and to record the votes cast for or against any resolution duly placed before the meeting as determined by the Chair and to report on any such vote to the Chair.

15. **THIS COURT ORDERS** that the Chair and the Scrutineer be and is hereby authorized to accept and rely upon proxies and voting letters substantially in the form of such attached as Schedules "F" and "G" to the Plan or in such other form as the Chair determines to be functionally and substantively identical and acceptable.

16. **THIS COURT ORDERS** that the only persons entitled to attend the Meeting are (a) the Eligible Voting Creditors of the Applicant, including their proxy holders, family members and the legal counsel for any such creditor; (b) the IOO; (c) the Representative Counsel and the Special Counsel; (d) the Monitor; (e) the Applicant; and the Chair and the Scrutineer, in each case together with their respective authorized representatives, officers, directors and legal counsel. The Monitor shall present the Monitor's Report at the Meeting and respond to all inquiries with respect thereto.

17. **THIS COURT ORDERS** that the quorum required at the Meeting shall be any one Eligible Voting Creditor of the Applicant present in person, by voting letter or by proxy.

18. **THIS COURT ORDERS** that the amount of the Proven Claim that each Eligible Voting Creditor is entitled to vote at the Meeting shall be as established in accordance with the Claims Procedure Order and the Monitor shall provide to the Applicant and to the Chair a final report listing all Proven Claims and any Disputed Claims, including the name of the Creditor and the Claim amount in each case, determined under the Claims Procedure Order on or before before March 9, 2011.

19. **THIS COURT ORDERS** that, subject to further Order of the Court, where the Claim of an Eligible Voting Creditor has not become a Proven Claim by the Meeting Date, that Eligible Voting Creditor's Claim, for the purpose of voting on the Plan only, shall be in the amount of 50% of the Claim set out in the proof of claim filed by the Eligible Voting Creditor pursuant to the Claims Procedure Order.

20. **THIS COURT ORDERS** that the Chair shall direct a vote with respect to a resolution to approve the Plan as amended and under consideration at the Meeting and containing such other related provisions as the Applicant may consider appropriate.

21. **THIS COURT ORDERS** that, following the vote to approve the Plan, the Scrutineer shall tally the vote and report to the Chair and the Chair shall determine whether the Plan under consideration has been accepted by the majority required by section 6 of the *Companies' Creditors Arrangement Act* (the "CCAA").

22. **THIS COURT ORDERS** that, if the Plan is accepted by the required majority of Eligible Voting Creditors, the Chair shall then call for nominations for persons to be designated as the directors of the Applicant in the Articles of Reorganization and the Chair shall then conduct an election by the Meeting to select five (5) persons to be so designated.

23. **THIS COURT ORDERS** that, if the Plan is accepted by the required majority of Eligible Voting Creditors, the Applicant shall bring a Motion seeking an Order sanctioning the Plan in accordance with section 6 of the CCAA and, if so sanctioned, directing the filing of the Articles of Reorganization pursuant to s.186 of the Ontario *Business Corporations Act* shall be returnable on Wednesday, April 20, 2011, or such earlier or later date as the Court may order.

Further and Other Orders

24. **THIS COURT ORDERS** that the Applicant, the IOO, the Representative Counsel or the Monitor may, from time to time, apply to this Court for directions in the discharge of their powers and duties under or in respect of the proper execution of this

Order, including without limitation the holding of the Meeting or any adjournment thereof.

“G. B. Morawetz, J.”

Schedule "A"

Plan of Arrangement

Schedule “B”

Court File No. CV-10-8630-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**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.**

**NOTICE OF MEETING OF THE CREDITORS
OF NELSON FINANCIAL GROUP LTD.**

NOTICE IS HEREBY GIVEN that a meeting of the Eligible Voting Creditors¹ of Nelson Financial Group Ltd. will be held at the Ajax Convention Centre 550 Beck Crescent, Ajax, Ontario L1Z-1C9, on **Saturday, the 16th day of April, 2011 at 11:00 a.m.** (Toronto time) for the following purposes:

1. to consider and vote on, with or without variation, a resolution to approve the Plan of Compromise and Arrangement (the “Plan”) proposed by the Applicant under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985,

¹ Capitalized terms not otherwise defined have the meanings ascribed to them in the Plan or in the CCAA Meeting Order.

c. C-36, as amended, and dated February 11, 2011 amended as of February 24, 2011 as such may be amended;

2. if a resolution to approve the Plan shall have been passed by the requisite majorities of the Eligible Voting Creditors present in person or by proxy, to proceed to accept nominations and to elect and designate persons to be named in the Articles of Reorganization to be the directors of Provider Capital Group Inc., formerly named Nelson Financial Group Ltd.;
3. if a resolution to approve the Plan shall have been passed by the requisite majorities of the Eligible Voting Creditors present in person or by proxy, to consider and if seen fit to nominate the firm of Bongard Dale Fried LLP to be designated as the auditors of Provider Capital Group Inc. pursuant to the Articles of Reorganization; and,
4. to transact such other business as may properly become before the Meeting or any adjournment(s) thereof.

The Plan is being considered pursuant to the Creditors' Meeting Order of the Ontario Superior Court of Justice (Commercial List) (the "Court") made on March 4, 2011. The Plan, if the resolution of Creditors to approve it is passed by the requisite majorities, must then be approved by an order of the Court (the "Sanction Order") before it can be implemented. A motion seeking a Sanction Order is scheduled to be heard on April 20, 2011 at 10:00 a.m., or such later date as may be scheduled by the Applicant or ordered by the Court, at 330 University Avenue, Toronto, Ontario. Any change to the date or location of the motion will be posted on the Monitor's website.

Eligible Voting Creditors requiring information or additional copies of the Plan, the Creditors' Meeting Order, the form of Proxy or the Voting Letter for the Meeting may obtain such by contacting the Applicant or by visiting the Monitor's website at www.ajohnpage.com and downloading such documents. The documents are not available in a French version.

The Plan enclosed with this Notice remains subject to change or amendment in accordance with its terms. Alterations, amendments, modifications and supplements will be filed with the Court, provided to all Eligible Voting Creditors at the Meeting but prior notice thereof may be limited to postings on the Monitor's website.

Eligible Voting Creditors who are not attending the Meeting in person and who wish to vote on the resolution to approve the Plan are required to date, sign and return either the enclosed form of Proxy or the enclosed form of Voting Letter in the enclosed pre-addressed envelope so that it is received by the Chair of the Meeting at the following address by no later than 5:00 p.m. (Toronto time) on Friday, April 15, 2011:

Greg S. Macleod, CA, CIRP
G. S. MacLeod Associates Inc.
P.O.Box 1635
Burlington
Ontario L7R 5A1

Proxies and voting letters will also be accepted if deposited with the Chair at the Meeting or, for purposes of voting at an adjourned, postponed or other rescheduled Meeting, if received by the Chair prior to 5:00 p.m. Eastern time on the Business Day immediately proceeding any adjourned, postponed or otherwise rescheduled Meeting. The Proxy or

Voting Letter will not be valid and will not be acted upon, voted or recorded unless it is completed as specified in the form of Proxy or Voting Letter and the related instructions.

The Monitor has filed numerous reports on the business and financial affairs of the Applicant with the Court and all such reports are posted and available on the Monitor's website. Further reports may be filed prior to the Meeting and those will include a report of the Monitor addressed to the Court as to the fairness and reasonableness of the Plan.

Creditors may obtain any additional information or materials related to the Meeting from the Applicant:

Nelson Financial Group Ltd.
900 Dillingham Road
Pickering
Ontario L1W 1Z6

Attention: Ms. Sherry Townsend
Interim Operating Officer

Tel: 905-839-1761

Email: stownsend@providercapitalgroup.com@pdtturner.com

DATED at Pickering, Ontario, this 10th day of March, 2011.

NELSON FINANCIAL GROUP LTD.

Per: _____
Ms. Sherry Townsend
Interim Operating Officer

**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.**

Court File No. CV-10-8630-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**ORDER
(Plan Filing and Creditor Meeting)**

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the Representative Counsel for the Noteholders of the
Applicant