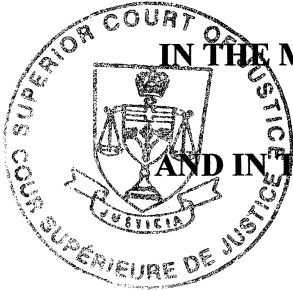


**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**THE HONOURABLE MISTER) THURSDAY, THE 22nd
JUSTICE MORAWETZ) DAY OF DECEMBER, 2011**



**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

**ORDER
(Discharge of Representative Counsel)**

THE MOTION, made by Douglas Turner, Q.C., in his capacity as the Representative Counsel for the Noteholders of Nelson Financial Group Ltd. appointed by this Court (the "Representative Counsel"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion and the Motion Record, including the Report of the Representative Counsel dated August 8, 2011, the fee affidavit of Douglas Turner Q.C. sworn September 30, 2011, the fee affidavit of Richard B. Jones sworn October 4, 2011, and on hearing the submissions of the Representative Counsel, the Special Counsel for the Representative Counsel, counsel for the Monitor, and counsel for Lendcare Financial Services Inc., no other persons appearing although duly served, and having considered the consent of the Applicant;

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 it is hereby abridged and the service of the Notice of Motion and Motion Record herein as effected by the Applicant is hereby validated in all respects and any further service is dispensed with.
2. **THIS COURT ORDERS** that the activities of the Representative Counsel and the Special Counsel, as set out in the reports of the Representative Counsel dated November 3, November 15, and November 29, 2010 and April 16 and August 8, 2011 be and the same are hereby approved;
3. **THIS COURT ORDERS** that the accounts for professional services rendered by the Representative Counsel from October 26, 2010 to April 21, 2011 and rendered by Richard B. Jones, his special counsel retained pursuant to the Representative Counsel Appointment Order, from October 22, 2010 to April 21, 2011, as detailed in the fee affidavits of Douglas Turner Q.C. sworn September 30, 2011 and of Richard B. Jones sworn October 4, 2011, be and the same are hereby passed and approved;
4. **THIS COURT ORDERS** that the Representative Counsel of the Noteholders of the Applicant and his Special Counsel be and they are hereby discharged and released of and from all duties, authorities and responsibilities imposed upon the Representative Counsel pursuant to the Order of the Honourable Madam Justice Pepall made on June 15, 2010 as amended by her Order of August 27, 2010, her further Order of November 22, 2010, and any subsequent Orders made in this

proceeding, provided however that notwithstanding his discharge the Representative Counsel and his Special Counsel shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the Representative Counsel and the Special Counsel as such and in respect of all acts done in their capacity as such.

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ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

DEC 22 2011

PER/PAR:



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
Applicant
OF NELSON FINANCIAL GROUP LTD.

Court File No. 10-8630-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

ORDER
(Discharge of Representative Counsel)

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Special Counsel for the Representative Counsel