

**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.

Applicant

**AFFIDAVIT OF DOUGLAS TURNER
(Sworn November 16, 2010)**

I, Douglas Turner, of the Township of Brock, in the Regional Municipality of Durham,
MAKE OATH AND SAY:

1. I am a Barrister and Solicitor qualified to practice law in the Province of Ontario, duly appointed Representative Counsel for the Noteholder Creditors of the Applicant by Order of this Court dated June 15, 2010 as such have knowledge of the matters to which I hereinafter depose. Unless I indicate to the contrary, the facts herein are within my personal knowledge and are true. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.
2. Attached hereto as **Exhibit "A"** are true copies of the invoices I forwarded to the Monitor for fees and disbursements incurred in the course of the representation of the Noteholders of the Applicant between up to October 26, 2010.
3. While the accounts of Richard Jones, Special Counsel, have been included in my accounts, Mr. Jones will be forwarding a separate Affidavit for his accounts, and this Affidavit refers only to my accounts. The total of both accounts, with disbursements and GST/HST are \$289,380,61 made up as follows:


a)	GST/HST:	\$ 13,631.40
b)	Richard Jones Fees & GST/HST	\$158,766.89
c)	Disbursements & GST/ HST	\$ 4,482.32
e)	Douglas Turner Fees:	\$112,500.00
4. Included in Exhibit "A" is a schedule summarizing each invoice in Exhibit "A", the total fees charged per invoice, and the total billable hours charged per invoice.

5. I was called to the Ontario Bar in 1967, created Queen's Counsel in 1981, and called to the New York Bar in 1993. My practice has included advocate and counsel work in a number of forums, including municipal councils, provincial and federal administrative tribunals, committees of the Ontario Legislature and Parliament, the Ontario Superior Courts up to and including the Divisional Court and Ontario Court of Appeal, the Supreme Court of Canada, and the Federal Court, both trial and appellant levels. I worked principally in downtown Toronto until 1995. I also mostly deal with real estate, estate, and commercial work. Hourly rates vary up to \$500.00 per hour.


6. I made due enquiry, and to the best of my knowledge, the rate of \$450.00 per hour charged in the accounts throughout the course of these proceedings are comparable to the rates charged by other law firms in Ontario for the provision of similar services.

7. I make this affidavit in support of the motion for , *inter alia*, approval of the fees and disbursements of the Representative Counsel and Special Counsel.

Sworn before me at the)
Township of Uxbridge in the)
Regional Municipality of Durham)
this ~~15th~~ day of November, 2010.)



Douglas Turner


A Commissioner, etc.

Victoria Anne Martland, a
Commissioner, etc., Regional Municipality of
Durham, for Douglas, Turner, Q.C. Professional
Corporation, Barrister and Solicitor.
Expires June 2, 2012.

This is Exhibit A referred to in the affidavit of DOUGLAS TURNER

sworn before me, this 16th NOVEMBER 2010
Professional Corporation of Victoria Anne Martland

Invoice #5216
A COMMISSIONER, ETC.
Victoria Anne Martland, a
Commissioner, etc., Regional Municipality of
Brampton, for Douglas, Turner, Q.C. Professional
Corporation, Barrister and Solicitor.
Expires June 2, 2012.

FILED

June 30, 2010

A. John Paige & Associates Inc.
100 Richmond Street West, Suite 447
Toronto, Ontario
M5H 3K6

Attention: Mr. A. John Paige

**RE: Representative Counsel
Nelson Financial Group Ltd.
Superior Court of Justice (Commercial List)
Court File No. 10-8630-00CL**

TO PROFESSIONAL SERVICES rendered in connection with the above,
including:

May 20, 2010: Receiving instructions from [REDACTED] re
Note Claims; review motion material and cost order and then draft
Affidavit and supporting document;
Hours: 1.2

May 21, 2010: Receive motion material and statutory requirements then
complete court documents and review with client;
Hours: 1.3

May 25, 2010: Review documents and procedure with client, executed
Affidavit, correspondence and service of motion material;
Hours: 0.8

May 27, 2010: Telephone conversations to other counsel;
Hours: 0.2

May 28, 2010: Telephone conversations to other counsel and Monitor's
office re motion;
Hours: 0.5

May 31, 2010: Telephone conversation with Pam Foy at OSC and the
review OSC documents; telephone conversations with other counsel for
Mackie;
Hours: 0.9

June 1, 2010: Prepare for motion, review with counsel;
Hours: 0.9

June 4, 2010: Meet with all counsel then appearance before Justice
Pepall at Toronto; discussions after with all counsel;
Hours: 4.5

June 8, 2010: Correspondence;
Hours: 0.2

June 14, 2010: Review and telephone conversations re Monitor's report
and order; telephone conversation with client and prepare for motion;
Hours: 2.0

BARRISTER AND SOLICITOR, PROVINCE OF ONTARIO, CANADA
ATTORNEY AT LAW, STATE OF NEW YORK, UNITED STATES OF AMERICA
63 Albert Street, P.O. Box 760, Uxbridge, Ontario Canada L9P 1E5
TELEPHONE (905) 852-6196 FAX (905) 852-6197
Email Address: doug@pdturner.com or vikki@pdturner.com

June 15, 2010: Meet with counsel at Toronto before appearance before Justice Pepall; before Justice Pepall; subsequent meetings with all counsel, review options including liquidation;
Hours: 4.5

June 16, 2010: Review order; telephone conversation Richard Jones re appointment; telephone conversation from Note Holder; discuss Preference Share, Mackie security;
Hours: 1.2

June 21, 2010: Review Orders and reports; telephone conversations and correspondence R. Jones re counsel rate and costs, re problems with Mackie security;
Hours: 1.0

June 22, 2010: Drafting documents re appointment and Note Holders' claims; correspondence re preference share issues;
Hours: 1.6

June 23, 2010: Correspondence R. Jones re monitor meeting and division of duties and considering Note Holder Committee and confidentiality agreement;
Hours: 1.0

June 24, 2010: Telephone conversations from Note Holders, meet at Nelson office with Monitor and with Boutet and Sobol, telephone conversation with R. Jones;
Hours: 3.4

June 25, 2010: Telephone conversation with other counsel re Order, review preference share counsel issue, including R. Jones, strategy agreement for Note Holders;
Hours: 1.0

June 29, 2010: Review preference share issue and representative counsel issues including priority questions; t.c. R. Jones; review court document;
Hours: 1.0
TOTAL HOURS: 27.6 X \$450.00 per hr.

MY FEE:
5% GST \$12,420.00
621.00

TOTAL FEES HEREIN: \$13,041.00

DISBURSEMENTS:
Subject to GST

Fax/Xerox charges	\$ 85.90	
Paid courier charges	10.00	
Paid long distance charges	15.00	
Paid service of Notice Of Appearance	<u>55.00</u>	
	\$165.90	
5% GST	<u>8.30</u>	174.20
Not subject to GST Minister of Finance Re file Notice of Appearance		<u>102.00</u>
TOTAL FEES & DISBURSEMENTS:		\$13,317.20

THIS IS MY ACCOUNT HEREIN:



P. Douglas Turner

PDT/vm
E. & O. E.
GST/HST Registration #R116021122

Accounts due when rendered. Interest will be charged on overdue accounts in accordance with the Solicitors' Act.

DOUGLAS TURNER, B.A.,
Professional Corporation

July 30, 2010

A. John Paige & Associates Inc.
100 Richmond Street West, Suite 447
Toronto, Ontario
M5H 3K6

Invoice #524

FILE COPY

Attention: Mr. A. John Paige

**RE: Representative Counsel
Nelson Financial Group Ltd.
Superior Court of Justice (Commercial List)
Court File No. 10-8630-00CL**

TO PROFESSIONAL SERVICES rendered in connection with the above,
including:

July 5, 2010: Telephone conversations from T. Young re Credit
Committee; telephone conversations with R. Jones and J. Paige and review
Motion Record re preference shares; telephone conversation with counsel
and J. Paige re Notice;

Hours: 5.00

July 6, 2010: Telephone conversations R. Jones; P. Fay and
correspondence re preference share counsel; telephone call from counsel
re Notice and Conflict Agreement;

Hours: 4.30

July 7, 2010: Telephone conversations R. Jones re Motion; telephone
conversations with T. Young re committee and re-organization plan;

Hours: 2.10

July 8, 2010: Telephone conversations with Monitor, T. Young and R.
Jones re Order and Conflict Agreement; review and amend agreement re Note
Holder's Committee;

Hours: 3.10

July 9, 2010: Telephone conversations with T. Young and R. Paige;
correspondence re Note Holders and meeting; telephone conversation with
various Note Holders;

Hours: 2.00

July 12, 2010: Telephone conversation from T. Young, correspondence;
review Note Holders' and Preference Shareholders lists; re Note Holders'
Committee;

Hours: 2.30

BARRISTER AND SOLICITOR, PROVINCE OF ONTARIO, CANADA
ATTORNEY AT LAW, STATE OF NEW YORK, UNITED STATES OF AMERICA
63 Albert Street, P.O. Box 760, Uxbridge, Ontario Canada L9P 1E5
TELEPHONE (905) 852-6196 FAX (905) 852-6197
Email Address: doug@pdturner.com or vikki@pdturner.com

July 13, 2010: Telephone conversations with T. Young and R. Jones and Note Holders re agenda and Monitor's role; re list;
Hours: 2.10

July 14, 2010: Telephone conversation with prospective members of Note Holders' Committee re committees; telephone conversation with T. Young; draft documents re meetings;
Hours: 2.50

July 15, 2010: Draft Agenda; telephone conversation with T. Young, R. Jones, J. Paige, [REDACTED] and with [REDACTED] re meeting; telephone conversation with R. Jones; telephone conversation with Note Holder;
Hours: 3.70

July 16, 2010: Telephone conversations R. Jones, T. Young; emails J. Paige, R. Jones re conference agenda, Note Holders' Committee meeting and business plan;
Hours: 2.80

July 19, 2010: Prepare for and then with R. Jones to meet with Note Holders' Committee, also with J. Paige and Marc Boutet;
Hours: 5.50

July 20, 2010: Telephone conversations with T. Young, R. Jones, emails other Note Holders, draft notes for Note Holders' meeting re '08' and '09 Note Holders and Mackie security and Assignments & Preferences Act;
Hours: 2.20

July 21, 2010: Telephone conversation with T. Young; then prepare for and attend Note Holders' meeting in Ajax with Note Holders and Note Holders' Committee; with R. Jones; email J. Paige
Hours: 7.70

July 22, 2010: Telephone conversation from T. Young; telephone conversation with J. Paige; emails to committee members; telephone conversations with J. Paige, R. Jones, S. Townsend re motion on July 27 and Mackie;
Hours: 4.50

July 23, 2010: Telephone conversations with R. Jones and C. Prophet re correspondence;
Hours: 1.80

July 24, 2010: Telephone conversation with R. Jones re motion and proposals re Mackie indebtedness and securities;
Hours: 0.20

July 26, 2010: Telephone conversations and emails with P. Foy, R. Jones, J. Paige, T. Young with other counsel including S. Mitra and S. Townsend and other Note Holders; emails re July 27 motion re plan;

Hours: 5.10

July 27, 2010: Attend at meeting in Toronto with Counsel Mitra, Ruplet, Agarwall to discuss motion; then before Justice Peppal re Note Holders meeting and Mackie defence; discussions with counsel; telephone conversations R. Jones;

Hours: 5.00

June, 2010: missed dockets for June - telephone conversation with Agarwall; review documents; telephone conversations re conflict and list;

Hours: 2.40
TOTAL HOURS: 64.20 X \$450.00 per hr.

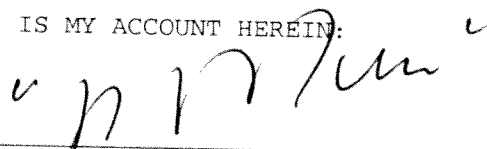
MY FEE:		\$28,890.00
13% HST		<u>3,755.70</u>
TOTAL FEES HEREIN:		\$32,645.70

DISBURSEMENTS:

Subject to GST		
Jones Counsel LLP	\$23,899.90	
Fax/Xerox charges	55.50	
Paid long distance charges	15.00	
	<u>\$23,970.40</u>	
3% HST	<u>3,116.15</u>	<u>\$27,086.55</u>

TOTAL FEES & DISBURSEMENTS:		\$59,732.25
--	--	--------------------

THIS IS MY ACCOUNT HEREIN:



P. Douglas Turner

PDT/vm

E. & O. E.

GST/HST Registration #R116021122

Accounts due when rendered. Interest will be charged on overdue accounts in accordance with the Solicitors' Act.

DOUGLAS TURNER, Q.C.,
Professional Corporation

Sept. 15, 2010

A. John Page & Associates Inc.
100 Richmond Street West, Suite 447
Toronto, Ontario
M5H 3K6

Attention: Mr. A. John Page

Invoice # 5282 (1)
FILE COPY

**RE: Representative Counsel
Nelson Financial Group Ltd.
Superior Court of Justice (Commercial List)
Court File No. 10-8630-00CL
Preferred Shareholder Claims Issue**

TO PROFESSIONAL SERVICES rendered in connection with the above,
including:

August 23, 2010: Telephone conversations with John Page and Richard
Jones re August 27, 2010 Motion and classification order;

Hours: 0.8

August 29, 2010: Review Stikeman Elliott opinions on preference
shareholders and "equity" claims; reviewed with Richard Jones and
committee members, discuss share redemptions

Hours: 2.3

August 30, 2010: Telephone conversations with John Page re opinions and
status of preference shareholders

Hours: 3.1

August 31, 2010: Review preference shareholder's letter and Motion
material and conference call

Hours: 1.9

September 3, 2010: Receive and review draft Motion for September 27,
2010

Hours: 0.9

September 10, 2010: Telephone conversations with noteholders re
preference shares; re motion

Hours: 2.2

September 13, 2010: Telephone conversations with preference noteholders;
telephone conversations and correspondence with John Page

Hours: 0.6

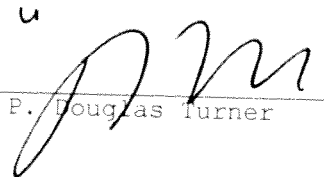
TOTAL HOURS: 11.80 X \$450.00 per hr.

MY FEE: \$5,310.00
13% HST 690.30
TOTAL FEES HEREIN: \$6,000.30

DISBURSEMENTS:
Subject to GST
Jones Counsel LLP \$16,380.00
Fax/Xerox charges 55.50
Paid long distance charges 15.00
\$16,450.50
13% HST 2,138.57 \$18,589.07

TOTAL FEES & DISBURSEMENTS: \$24,589.37

THIS IS MY ACCOUNT HEREIN:


P. Douglas Turner

PDT/dm

E. & O. E.

GST/HST Registration #R116021122

Accounts due when rendered. Interest will be charged on overdue accounts in
accordance with the Solicitors' Act.

sd.
Nov. 16/10

DOUGLAS TURNER, Q.C.,
Professional Corporation

Sept. 15, 2010

A. John Page & Associates Inc.
100 Richmond Street West, Suite 447
Toronto, Ontario
M5H 3K6

Invisia 5282 (P2d)

FILE COPY

Attention: Mr. A. John Page

**RE: Representative Counsel
Nelson Financial Group Ltd.
Superior Court of Justice (Commercial List)
Court File No. 10-8630-00CL
Foscarini Mackie Claim Settlement**

TO PROFESSIONAL SERVICES rendered in connection with the above,
including:

August 20, 2010: Review Mackie decision and claim; telephone
conversations with Richard Jones
Hours: 1.0

August 20, 2010: Telephone conversations with Richard Jones re
examinations and conviction to Grant opinion based on new facts telephone
conversations with C. Prophet; review correspondence
Hours: 1.0

August 23, 2010: emails with Richard Jones re Mackie claim
Hours: 0.2

August 31, 2010: Review status of Mackie claims and discussions with
noteholders' counsel
Hours: 0.8

September 1, 2010: Telephone conversations with John Page and
noteholders re Mackie claims and disposition
Hours: 0.8

September 8, 2010: Telephone conversations with Richard Jones re his
opinion on action and noteholders proposals; telephone conversations with
S. Mitra re settlement proposal, bill, discount, no preference share
actions and confidentiality past September 15, 2010; discussions with
committee
Hours: 1.0

September 9, 2010: correspondence re settlement

Hours: 0.4

TOTAL HOURS: 5.20 x \$450.00 per hr.

MY FEE: \$ 2,340.00
13% HST 304.20

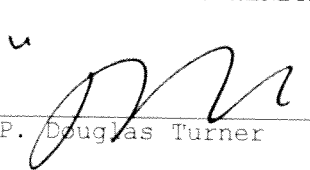
TOTAL FEES HEREIN: \$ 2,644.20

DISBURSEMENTS:

Subject to GST
Jones Counsel LLP \$14,054.00
Fax/Xerox charges 55.50
Paid long distance charges 15.00
\$14,124.50
13% HST 1,836.19 \$15,960.69

TOTAL FEES & DISBURSEMENTS: \$18,604.89

THIS IS MY ACCOUNT HEREIN:


P. Douglas Turner

PDT/dm

E. & O. E.

GST/HST Registration #R116021122

Accounts due when rendered. Interest will be charged on overdue accounts in accordance with the Solicitors' Act.

DOUGLAS TURNER, Q.C.,
Professional Corporation

Sept. 15, 2010

A. John Page & Associates Inc.
100 Richmond Street West, Suite 447
Toronto, Ontario
M5H 3K6

FILE COPY

Attention: Mr. A. John Page

RE: Representative Counsel
Nelson Financial Group Ltd.
Superior Court of Justice (Commercial List)
Court File No. 10-8630-00CL
General Issues and Re-Organization

TO PROFESSIONAL SERVICES rendered in connection with the above,
including:

August 3, 2010: Telephone conversations and correspondence with
noteholders and noteholders' committee members

Hours: 1.0

August 4, 2010: Telephone conversations with Monitor, noteholders and
committee members re management issues

Hours: 2.5

August 6, 2010: Telephone conversations and correspondence with
Monitor, committee members, Richard Jones re claims and re-organization;
organizing noteholders' website and e-mail communications

Hours: 2.5

August 7, 2010: Drafting documents for organization, correspondence with
noteholders' committee

Hours: 0.9

August 8, 2010: Re-organization: revised draft orders, telephone
conversations and e-mails with noteholders' committee members

Hours: 3.3

August 9, 2010: Telephone conversations with John Page re re-
organization; telephone conversations with Richard Jones [REDACTED] and
proposals for re-organization; telephone conversations with Stephanie
Sobol re any need for assistance in management and new vendors

Hours: 3.0

BARRISTER AND SOLICITOR, PROVINCE OF ONTARIO, CANADA
ATTORNEY AT LAW, STATE OF NEW YORK, UNITED STATES OF AMERICA
63 Albert Street, P.O. Box 760, Uxbridge, Ontario Canada L9P 1E5
TELEPHONE (905) 852-6196 FAX (905) 852-6197
Email Address: doug@pdturner.com or vikki@pdturner.com

August 10, 2010: Telephone conversations with committee members; e-mails re proposed conference call; draft first report of representative counsel to court

Hours: 3.0

August 11, 2010: Correspondence re committee members meeting and conference call; drafting agenda; drafting first report to Court; telephone conversations with A. Long at O.S.C.

Hours: 3.1

August 12, 2010: Telephone conversations with John Page re management problems and possible re-organization; telephone conversations with Richard Jones re next Motion; revised first report to court; conference call with committee members

Hours: 3.5

August 13, 2010: Correspondence with specific noteholder claims re amounts, meeting with Richard Jones to prepare plan; review court motions for noteholder protection

Hours: 3.3

August 20, 2010: Telephone conversations with Richard Jones re prospective purchasers

Hours: 1.0

August 23, 2010: Telephone conversations with Richard Jones and re re-organization plan; telephone conversations with John Page re noteholders' request for information

Hours: 1.8

August 26, 2010: Reviewing Court Order; e-mails from committee members; review re-organization proposals; telephone conversations with Richard Jones re August 27, 2010 motion and draft orders

Hours: 2.0

August 30, 2010: Conference call with noteholders

Hours: 0.4

August 31, 2010: Searches re Nelson companies and properties

Hours: 1.1

September 1, 2010: Telephone conversations with John Page re re-organization and correspondence

Hours: 0.7

September 3, 2010: Telephone conversations with noteholders re claims;
telephone conversations with committee members and Richard Jones;
telephone conversations with John Page re re-organization

Hours: 2.1

September 7, 2010: Review re-organization; review proposals and
financial and corporate information; receive inadequate Nelson responses;
telephone conversations with noteholders' committee members

Hours: 3.0

September 8, 2010: Telephone conversations with noteholders' committee
members; review proposal and conference call with committee members re
September 9, 2010 meeting

Hours: 2.9

September 9, 2010: Prepare for and then attend meeting at Toronto with
proposed purchaser and partners; meet with noteholders' committee members
and Richard Jones

Hours: 5.0

September 10, 2010: Telephone conversations with committee members,
telephone conversations with John Page re financing and cash flow
problems

Hours: 1.0

September 13, 2010: Telephone conversations with noteholders' committee,
telephone conversations with John Page re re-organization and prospective
parties

Hours: 2.1

September 14, 2010: Telephone conversations with John Page, noteholders
committee re re-organization and material due diligence, telephone
conversations with noteholders re September 15, 2010 date and review

Hours: 1.6

TOTAL HOURS: 58.80 X \$450.00 per hr.

MY FEE:	
13% HST	\$22,860.00
	<u>2,971.80</u>
TOTAL FEES HEREIN:	\$25,831.80

Forward to page 4

<u>DISBURSEMENTS:</u>	Forward	\$25,831.80
Not Subject to GST		
Scott Davies re Website	<u>\$361.24</u>	361.24
Subject to GST		
Jones Counsel LLP	\$14,386.00	
Boardroom Solutions Inc.	1,520.00	
Travel Expenses & Parking	100.00	
Fax/Xerox charges	150.00	
Paid long distance charges	<u>100.00</u>	
	\$16,256.00	
13% HST	<u>2,113.28</u>	<u>18,369.28</u>
TOTAL FEES & DISBURSEMENTS:		\$44,562.32

THIS IS MY ACCOUNT HEREIN:

u  *u*
 P. Douglas Turner

PDT/dm
 E. & O. E.
 GST/HST Registration #R116021122
 Accounts due when rendered. Interest will be charged on overdue accounts in
 accordance with the Solicitors' Act.

DOUGLAS TURNER, Q.C.,
Professional Corporation

October 16, 2010

A. John Page & Associates Inc.
100 Richmond Street West, Suite 447
Toronto, Ontario
M5H 3K6

Invoice #5300

FILE COPY

Attention: Mr. A. John Page

**RE: Representative Counsel
Nelson Financial Group Ltd.
Superior Court of Justice (Commercial List)
Court File No. 10-8630-00CL
Preferred Shareholder Claims Issue**

TO PROFESSIONAL SERVICES rendered in connection with the above,
including:

September 20, 2010: Review Monitor's Report; discuss Report with
Richard Jones and then committee members and correspondence with S.
Townsend;

Hours: 0.9

September 22, 2010: Telephone conversation with P. Foy counsel to
Ontario Securities Commission re joint application for receivership;
discuss Application with R. Jones;

Hours: 0.9

September 23, 2010: Telephone conversations and meeting with R.
Jones re Motion before Justice Cumming; meet with R. Jones and P. Foy and
A. Long of the Ontario Securities Commission to discuss preference share
motion issue

Hours: 3.0

September 24, 2010: Re: preference share motion: review Factum;

Hours: 0.9

September 25, 2010: Review Factum and Ontario Securities Commission
counsel participation;

Hours: 0.8

September 27, 2010: Telephone conversations with J. Page re
preference share motion

Hours: 0.3

BARRISTER AND SOLICITOR, PROVINCE OF ONTARIO, CANADA
ATTORNEY AT LAW, STATE OF NEW YORK, UNITED STATES OF AMERICA
63 Albert Street, P.O. Box 760, Uxbridge, Ontario Canada L9P 1E5
TELEPHONE (905) 852-6196 FAX (905) 852-6197
Email Address: doug@pdturner.com or vikki@pdturner.com

October 2, 2010: Telephone conversations with J. Page and R. Jones re preference share motion;

Hours: 0.3

October 14, 2010: Telephone conversations with R. Jones and T. Young re preference share motion and representation by preference shareholders;

Hours: 0.8

October 18, 2010: With R. Jones re motion and then before Pepall, J. in Toronto, subsequent meeting with counsel and monitor at J. Grout offices, telephone conversation with T. Young

Hours: 4.3

TOTAL HOURS: 18.20 X \$450.00 per hr.

MY FEE:	
13% HST	\$ 8,190.00
	<u>1,064.70</u>
TOTAL FEES HEREIN:	\$ 9,254.70

DISBURSEMENTS:

Subject to GST

Jones Counsel LLP	\$39,681.77	
Fax/Xerox charges	55.50	
Paid long distance charges	15.00	
	<u>\$39,752.27</u>	
13% HST	5,167.80	

\$44,920.07

TOTAL FEES & DISBURSEMENTS:	\$54,174.77
--	-------------

THIS IS MY ACCOUNT HEREIN:

P. Douglas Turner

P. Douglas Turner

PDT/dm

E. & O. E.

GST/HST Registration #R116021122

Accounts due when rendered. Interest will be charged on overdue accounts in accordance with the Solicitors' Act.

DOUGLAS TURNER, Q.C.,
Professional Corporation

October 26, 2010

Invoice #5301

A. John Page & Associates Inc.
100 Richmond Street West, Suite 447
Toronto, Ontario
M5H 3K6

FILE COPY

Attention: Mr. A. John Page

RE: Representative Counsel
Nelson Financial Group Ltd.
Superior Court of Justice (Commercial List)
Court File No. 10-8630-00CL
Re-Organization

TO PROFESSIONAL SERVICES rendered in connection with the above, for the period September 16, 2010 to October 25, 2010, including:

September 16, 2010: Meeting with J. Page, Monitor, S. Aggarwal and R. Jones re extension of monitor role and possible receivership; revising Representative Counsel payment;

Hours: 2.5

September 17, 2010: Telephone conversations with J. Page; review [REDACTED], t.c. T. Young & S. Townsend re Representative Counsel Report;

Hours: 1.4

September 20, 2010: Telephone conversation with T. Young re Lendcare proposal; discuss Lendcare with R. Jones and considering tax elements;

Hours: 2.2

September 21, 2010: Review re-organization proposal including [REDACTED] and discussing with R. Jones; telephone conversation with T. Young and J. Page re re-organization;

Hours: 1.8

September 22, 2010: Review re-organization proposal with noteholders including T. Young and S. Townsend and considering expanded monitor role;

Hours: 1.6

September 23, 2010: Meet with R. Jones and P. Foy and A. Long of Ontario Securities Commission to discuss re-organization and OSC support; review proposal and motion with R. Jones;

Hours: 1.0

BARRISTER AND SOLICITOR, PROVINCE OF ONTARIO, CANADA
ATTORNEY AT LAW, STATE OF NEW YORK, UNITED STATES OF AMERICA
63 Albert Street, P.O. Box 760, Uxbridge, Ontario Canada L9P 1E5
TELEPHONE (905) 852-6196 FAX (905) 852-6197
Email Address: doug@pdturner.com or vikki@pdturner.com

September 24, 2010: Review Shareholder registers to consider M. Boutet actions re redemption and dividends; discuss issue re Business Corporation Act with T. Young, S. Townsend; review tax position of noteholders and professional advice with J. Page and noteholders;

Hours: 2.1

September 25, 2010: Review all Monitor Reports from March to current date to prepare Representative Counsel Report; review all correspondence, drafting report; reporting to noteholders committee members on Report; telephone conversations from T. Young and other noteholders;

Hours: 3.7

September 27, 2010: Drafting Representative Counsel Report; telephone conversations with P. Foy of Ontario Securities Commission re joint application confirmation from O.S.C; telephone conversations with committee members T. Young and S. Townsend re Application and OSC support;

Hours: 4.0

September 28, 2010: Reviewing preference share and common share redemptions and dividends, then review legality under Business Corporations Act, review monitor's report re same; review current monitor's report;

Hours: 4.0

September 30, 2010: Telephone conversations with noteholder committee member T. Young, review motion date for re-organization; review Lendcare proposal and [REDACTED] proposal; telephone conversation J. Page re meeting to discuss re-organization; telephone conversations R. Jones and P. Foy of O.S.C. re motion for removal;

Hours: 2.3

October 1, 2010: Before Pepall, J. in Toronto then meet with J. Page also C. Prophet and S. Sobol re removal of Boutet; subsequent meeting with J. Grout and J. Page re Boutet and expansion of monitor powers; telephone conversations with committee members and R. Jones re possible settlement of Boutet retirement; telephone conversation with P. Foy of O.S.C. re Boutet;

Hours: 6.0

October 2, 2010: Correspondence [REDACTED] telephone conversations with J. Page then R. Jones and T. Young re re-organization and proposed meetings;

Hours: 1.2

October 5, 2010: Meeting in Toronto with J. Grout, A. Shepherd and R. Jones to plan management change; correspondence and telephone conversations noteholders; meet with [REDACTED] representatives in Toronto to review new proposal; review new [REDACTED] proposal with R. Jones

Hours: 8.0

October 6, 2010: Further meeting in Toronto with monitor counsel J. Grout and A. Shepherd and R. Jones to discuss Boutet removal; then meet with C. Prophet for Boutet to discuss releases and removal; subsequent telephone conversations with T. Young and S. Townsend re new management;

Hours: 5.0

October 10, 2010: Review noteholder correspondence and approvals for removal of Boutet; t.c.'s T Young re noteholder correspondence;

Hours: 1.1

October 12, 2010: Continuing correspondence and telephone conversations to noteholders re removal of Boutet, including telephone conversations with T. Young, also to counsel for [REDACTED], telephone conversations with R. Jones re motion for removal; telephone conversations from [REDACTED] re Report;

Hours: 2.5

October 13, 2010: Telephone conversations T. Young and noteholders; telephone conversation with P. Foy re terms of O.S.C. settlement with Boutet; correspondence with all counsel and committee members;

Hours: 1.5

October 14, 2010: Telephone conversations with T. Young re noteholder approvals; review correspondence; telephone conversations with R. Jones re monitor and Boutet settlement; telephone conversation C. Prophet;

Hours: 1.3

October 15, 2010: Revise Representative Counsel Report; telephone conversations with noteholders; telephone conversation with T. Young, S. Townsend and then [REDACTED];

Hours: 1.8

October 18, 2010: Discussion with F. Foy of O.S.C. re proposed settlement with Boutet; with R. Jones and monitor to discuss removal and Order; telephone conversations with S. Townsend and T. Young;

Hours: 2.8

October 19, 2010: Meet with J. Grout, S. Aggarwal and R. Jones at Monitor Counsel's office to discuss Boutet removal, settlement, and Consent Order; discuss with P. Foy of O.S.C. re Judgment Debtor's exam;

Hours: 2.5

October 20, 2010: Discuss Representative Counsel Report with J. Page; t.c T. Young re [REDACTED] proposal and new management; telephone conversation with T. Young; telephone conversation with R. Jones;

Hours: 1.5

October 21, 2010: Telephone conversation from P Foy of O.S.C. re Boutet removal and agreement; telephone conversation from [REDACTED] re proposal; telephone conversation R. Jones re Boutet and [REDACTED] telephone

conversation J. Page office; telephone conversation from S. Townsend re meeting; revising Representative Counsel Report and discuss with R. Jones;

Hours: 3.1

October 22, 2010: Correspondence and telephone conversations J. Page office and T. Young;

Hours: 0.4

October 25, 2010: Telephone conversations S. Townsend and T. Young re new management; telephone conversation P. Foy of O.S.C. to confirm no O.S.C. settlement with Boutet yet; telephone conversation with J. Page; revise Representative Counsel Report, correspondence monitor's counsel;

Hours: 2.9

TOTAL HOURS: 68.20 X \$450.00 per hr.

MY FEE:	
13% HST	\$30,690.00
	<u>3,989.70</u>
TOTAL FEES HEREIN:	\$34,679.70

DISBURSEMENTS:

Subject to GST	
Jones Counsel LLP	\$32,100.00
Travel Expenses	<u>462.17</u>
	\$32,562.17
13% HST	<u>4,233.08</u>
	<u>36,795.25</u>

TOTAL FEES & DISBURSEMENTS: **\$71,474.95**

THIS IS MY ACCOUNT HEREIN:

u



P. Douglas Turner

PDT/dm
E. & O. E.
GST/HST Registration #R116021122
Accounts due when rendered. Interest will be charged on overdue accounts in accordance with the Solicitors' Act.

DOUGLAS TURNER, Q.C.,
Professional Corporation

October 26, 2010

Invoice #5302

A. John Page & Associates Inc.
100 Richmond Street West, Suite 447
Toronto, Ontario
M5H 3K6

FILE COPY

Attention: Mr. A. John Page

RE: Representative Counsel - Nelson Financial Group Ltd.
Superior Court of Justice (Commercial List)
Court File No. 10-8630-00CL
General Matters

TO PROFESSIONAL SERVICES rendered in connection with general matters relating to Nelson Financial Group Ltd. for the period September 15, 2010 to October 7, 2010, including:

September 16 2010: In Toronto to meet with J. Page, R. Jones and S. Aggarwal re Representative Counsel motions and management;

Hours: 2.0

October 7, 2010: Telephone conversations with P. Foy of O.S.C. re Boutet proposal and Noteholder position; telephone conversation with R. Jones and T. Young;

Hours: 2.0

TOTAL HOURS: 4.0 x \$450.00 per hr.

MY FEE:	
13% HST	\$ 1,800.00
	234.00
TOTAL FEES HEREIN:	\$ 2,034.00

DISBURSEMENTS:

Subject to GST		
PPSA & Corporate Searches	\$185.00	
Donald Law Clerk Services	65.00	
Teraview Search	27.00	
Travel & Parking	100.00	
Fax/Xerox charges	100.00	
Paid courier charges	10.00	
Paid long distance charges	35.00	
	<u>\$522.00</u>	
13% HST	67.86	589.86
Not subject to GST		
Minister of Finance		
re PPSA and Corporate Search	\$174.00	
re filing Notice of Motion	<u>127.00</u>	
		<u>301.00</u>

TOTAL FEES & DISBURSEMENTS: \$ 2,924.86

BARRISTER AND SOLICITOR, PROVINCE OF ONTARIO, CANADA
ATTORNEY AT LAW, STATE OF NEW YORK, UNITED STATES OF AMERICA
63 Albert Street, P.O. Box 760, Uxbridge, Ontario Canada L9P 1E5
TELEPHONE (905) 852-6196 FAX (905) 852-6197
Email Address: doug@pdturner.com or vikki@pdturner.com

THIS IS MY ACCOUNT HEREIN:

" P M M "

P. Douglas Turner

PDT/dm

E. & O. E.

GST/HST Registration #R116021122

Accounts due when rendered. Interest will be charged on overdue accounts in accordance with the Solicitors' Act.