

**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 OF ARRANGEMENT  
OF NELSON FINANCIAL GROUP LTD. (the "Applicant")**

**Applicant**

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**AFFIDAVIT OF TINA M. WOODSIDE  
(Sworn November 17, 2010)**

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**I, TINA M. WOODSIDE, of the City of Toronto, in the Province of Ontario,  
MAKE OATH AND SAY:**

1. I am a partner in the law firm of Gowling Lafleur Henderson LLP ("**Gowlings**"). I am the billing professional for billings related to Gowlings' retainer in respect of the proceedings under the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. C-36 (the "**Nelson CCAA Proceedings**") in respect of Nelson Financial Group Ltd. ("**Nelson Financial**") and as such I have personal knowledge of the matters to which I hereinafter refer.
2. Pursuant to an Order of this Honourable Court dated March 23, 2010, A. John Page & Associates Inc. was appointed Monitor of Nelson Financial.
3. Throughout the Nelson CCAA Proceedings, Gowlings has acted as counsel to Nelson Financial.
4. Gowlings has provided services and incurred disbursements in relation to the Nelson CCAA Proceedings for the period from March 9, 2010 to November 12, 2010, as described in the Legal Costs Summary for the Nelson CCAA Proceedings and the detailed invoices attached hereto as **Exhibit "A"** (the "**Nelson Dockets**"). The Nelson Dockets have been redacted where they reference information subject to privilege.


5. Based on my review of both the Nelson Dockets and my personal knowledge of this matter, the Nelson Dockets represent a fair and accurate description of the services provided and the amounts charged by Gowlings.

6. I swear this affidavit in support of Nelson Financial's motion for, among other things, the approval of the fees and disbursements of its counsel and for no other or improper purpose.

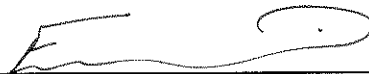
**SWORN** before me at the City of  
Toronto, in the Province of Ontario, on  
November 17, 2010

  
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Commissioner for Taking Affidavits

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\_\_\_\_\_  
**Tina M. Woodside**

This is **Exhibit "A"** to the  
Affidavit of Tina M. Woodside  
sworn before me, this 17<sup>th</sup> day of  
November, 2010.



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A Commissioner for taking Affidavits

**LEGAL COSTS SUMMARY**  
**IN THE MATTER OF NELSON FINANCIAL LIMITED (CCAA PROCEEDING)**

<b>LAWYER</b>	<b>YEAR OF CALL</b>	<b>HOURLY RATE</b>
<b>Robin Walker, Q.C.</b>	<b>1968</b>	<b>\$725</b>
<b>Clifton P. Prophet</b>	<b>1993</b>	<b>\$700</b>
<b>Paul Dempsey</b>	<b>1990</b>	<b>\$725</b>
<b>Kelley M. McKinnon</b>	<b>1990</b>	<b>\$650</b>
<b>D'Arcy Doherty</b>	<b>2002</b>	<b>\$510</b>
<b>Edward Majewski</b>	<b>2001</b>	<b>\$535</b>
<b>Frank Lamie</b>	<b>2007</b>	<b>\$355</b>
<b>Lisa MacDonnell</b>	<b>2010</b>	<b>\$310</b>
<b>Neeta Sahadev (Articling Student)</b>	<b>N/A</b>	<b>\$215</b>
<b>Sanam Goudarzi (Articling Student)</b>	<b>N/A</b>	<b>\$215</b>
<b>Cara B. Sklar (Articling Student)</b>	<b>N/A</b>	<b>\$215</b>
<b>Peter Eschelbeck (Articling Student)</b>	<b>N/A</b>	<b>\$215</b>
<b>Michael Lay (Paralegal)</b>	<b>N/A</b>	<b>\$265</b>
<b>Hillary Chancey (Paralegal)</b>	<b>N/A</b>	<b>\$215</b>
<b>Jean Misurec (Paralegal)</b>	<b>N/A</b>	<b>\$215</b>

### SUMMARY OF ACCOUNTS

No.	Date of Account	Fees	Disbursements	GST & HST	Total
1.	April 14, 2010	\$46,154.50	\$487.65	\$2,323.06	\$48,965.21
2.	May 6, 2010	\$44,500.50	\$790.95	\$2,264.58	\$47,556.03
3.	June 18, 2010	\$36,370.00	\$459.60	\$1,841.48	\$38,671.08
4.	June 30, 2010	\$43,725.00	\$108.09	\$2,191.66	\$46,024.75
5.	August 11, 2010	\$45,326.50	\$4,670.47	\$6,186.88	\$56,183.85
6.	September 9, 2010	\$18,834.50	\$1,431.45	\$2,521.07	\$22,787.02
7.	October 8, 2010	\$36,342.00	\$164.93	\$4,745.90	\$41,252.83
8.	November 4, 2010	\$33,226.50	\$3,962.34	\$4,801.54	\$41,990.38
9.	November 15, 2010	\$12,786.50	\$105.25	\$1,675.93	\$14,567.68
<b>TOTAL</b>		<b>\$317,226.00</b>	<b>\$12,180.73</b>	<b>\$28,552.10</b>	<b>\$357,998.83</b>
<b>Average Hourly Rate – Before GST &amp; HST</b>		Total fees before GST & HST \$317,226.00 ÷ Total Hours of 604.70 = \$524.60			
<b>TOTAL</b>		<b>\$357,998.83</b>			



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Nelson Financial Group Ltd.  
ATTN: Mr. Marc Boutet  
President  
900 Dillingham Road  
Pickering, ON L1W 1Z6  
Canada

April 14, 2010  
INVOICE: 16964090

Our Matter: T979587 / 167533  
RE: Restructuring

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**TO OUR FEE:**

Fees for Professional Services	\$46,154.50
GST on Fees	2,307.73
<b>Total Fees and Taxes</b>	<b>48,462.23</b>

**DISBURSEMENTS:**

Disbursements (Taxable)	306.65
Disbursements (Non-Taxable)	181.00
GST on Disbursements	15.33
<b>Total Disbursements and Taxes</b>	<b>502.98</b>

**TOTAL INVOICE BALANCE:**

Total for this Invoice	48,965.21
[ Total GST: \$2,323.06 ]	
<b>Please remit total invoice balance due:</b>	<b>In Canadian Dollars</b>
	<b>\$48,965.21</b>

**GOWLING LAFLEUR HENDERSON LLP**

PER \_\_\_\_\_  
Tina M. Woodside

terms: due upon receipt  
interest at the rate of 0.5% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded  
GST: 11936 4511 RT

page 1 of 6

**Our Matter: T979587**  
**Nelson Financial Group Ltd.**  
**Restructuring**

**TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter for the period ending March 31, 2010 including:**

Date	Hours	Timekeeper	Description
09/03/2010	0.30	Cliff Prophet	Voicemail message from A.J. Page regarding cashflows;
10/03/2010	0.60	Cliff Prophet	[REDACTED]
11/03/2010	0.60	Cliff Prophet	[REDACTED]
12/03/2010	2.80	Cliff Prophet	Meet with client; decisions on plan options; prepare for filing;
15/03/2010	0.20	Kelley McKinnon	[REDACTED]
16/03/2010	2.10	Frank D. Lamie	Meet with and instructions from C. Prophet regarding restructuring; review confidential offering memorandum; draft notice of application and CCAA Order; research privacy law issues;
16/03/2010	1.10	Cliff Prophet	Commence drafting affidavit of M. Boutet; instructions to F. Lamie to prepare other materials; telephone conversations with A. J. Page;
17/03/2010	0.50	Hilary Chancey	Nelson Financial Group Ltd. - attendance to PPSA verbal search;
17/03/2010	1.10	D'Arcy Doherty	Consider and review CCAA affidavit with C. Prophet and F. Lamie;
17/03/2010	7.90	Frank D. Lamie	Telephone conversation with N. Weigel; meet with C. Prophet; review offering memorandum; review materials regarding OSC review; meet with C. Prophet and D. Doherty; draft application materials;
17/03/2010	6.40	Cliff Prophet	Draft affidavit of M. Boutet; prepare court documents; attend with M. Boutet regarding strategy of filing; attend with A. J. Page regarding information requirements; [REDACTED]
18/03/2010	2.30	D'Arcy Doherty	[REDACTED]
18/03/2010	0.20	Peter Eschlboeck	Retrieve and noting up cases for D. Doherty;
18/03/2010	6.30	Frank D. Lamie	Meet with C. Prophet; draft affidavit; various meetings with C. Prophet; review various statements and reports from Nelson Financial Group Ltd.; correspondence with A. J. Page; correspondence with D. Doherty; review and revise M. Boutet's affidavit; correspondence with A. J. Page; correspondence with D. Doherty;

terms: due upon receipt  
interest at the rate of 0.5% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded

Date	Hours	Timekeeper	Description
18/03/2010	7.00	Cliff Prophet	Attendance to court documents; liaising with A. J. Page; comments from client;
19/03/2010	3.10	D'Arcy Doherty	Review affidavit of M. Boutet; consider OSC report and information regarding Nelson Financial; draft comments on affidavit; discuss comments with C. Prophet;
19/03/2010	7.30	Frank D. Lamie	Meet with and instructions from C. Prophet; attendance to motion scheduling form; revise notice of application; draft, review and revise draft Order; conference call with C. Prophet, M. Boutet, A. J. Page and D. Doherty; review and revise draft Order; review draft pre-filing report of proposed monitor; review and revise affidavit in support of application; telephone conversation with and instructions from C. Prophet; research case law and relevant statutory requirements; telephone message from A. J. Page; conference call with A. J. Page and C. Prophet; instructions to D. Noble; telephone conversation with Commercial List Court office regarding ex parte filing; correspondence to Commercial List Court office; attendance to voicemail from Commercial List Court office;
19/03/2010	9.90	Cliff Prophet	Finalize court documents; telephone comments from M. Boutet;
20/03/2010	7.90	Frank D. Lamie	Review detailed correspondence form C. Prophet; review and revise draft Order; correspondence with A. J. Page, C. Delaney and J. Grout; review correspondence from A. J. Page; revise affidavit of M. Boutet; draft shareholder resolution; draft consent to act as monitor; various telephone conversations with A. J. Page and C. Delaney; conference call with A. J. Page and C. Delaney; various final revisions to affidavit and notice of application; attendance to application record; instructions to L. MacDonnell; draft director's resolution; correspondence with J. Grout; review and finalize affidavit and resolution; correspondence with C. Delaney; telephone conversation with C. Delaney; correspondence with P. Dempsey, D. Doherty and K. McKinnon; correspondence and instructions to L. MacDonnell; telephone conversation with C. Delaney;
21/03/2010	1.40	Frank D. Lamie	Finalize notice of application; review and revise draft Order; draft detailed memo to L. MacDonnell; correspondence with A. J. Page;
21/03/2010	2.80	Lisa MacDonnell	Receive and review e-mails from F. Lamie with instructions for filing court materials on March 22, 2010; telephone conference with F. Lamie to discuss file matters;
22/03/2010	1.30	Frank D. Lamie	Review application record; correspondence with A. J. Page, J. Grout, C. Prophet, P. Dempsey and D. Doherty; various instructions to D. Noble and L. MacDonnell; various correspondence with K. McKinnon and P. Dempsey; correspondence with D. Doherty; correspondence with A. J. Page and K. McKinnon;
22/03/2010	7.10	Lisa MacDonnell	Attend at 330 University Avenue and have notice of application issued; provide scanned copy of notice of application to F.

terms: due upon receipt

interest at the rate of 0.5% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded



Date	Hours	Timekeeper	Description
			Lamie; update application record, draft initial Order and the affidavit of M. Boutet with court file number; prepare application record; telephone conference with A. J. Page to discuss delivery of documents and filing of court documents; telephone conference with C. Delaney regarding commissioning of affidavit for M. Boutet and delivery of affidavit, director's resolution and other court documents; confirm signature on cash flow report with C. Delaney as requested by F. Lamie; file application record and A. J. Page documents at 330 University Avenue; file affidavit of service with court at 330 University Avenue;
23/03/2010	7.10	Frank D. Lamie	Prepare for court application; final revisions to Order sought; run blacklines for court; preparation meeting with C. Prophet; correspondence with OSC; research case law; attendance in court before Justice Pepall; correspondence with A. J. Page, J. Grout, et al.; telephone conversation with P. Dempsey; detailed correspondence with K. McKinnon; meet with K. McKinnon and C. Prophet; correspondence with M. Boutet; correspondence with K. McKinnon;
23/03/2010	6.80	Cliff Prophet	Prepare for and attend on application for CCAA protection;
24/03/2010	0.50	Frank D. Lamie	Review request from J. Grout; review security agreements; instructions to S. Danielle; review endorsement of Justice Pepall;
25/03/2010	0.50	Frank D. Lamie	Telephone conversation with A. J. Page; review and revise unofficial transcript of endorsement of Justice Pepall; telephone conversation with A. J. Page regarding security documentation; correspondence with J. Grout; telephone conversation with and instructions from C. Prophet; correspondence with A. J. Page; review supporting security documentation;
25/03/2010	0.40	Cliff Prophet	Instructions to F. Lamie regarding next steps;
26/03/2010	0.80	Frank D. Lamie	Various correspondence; attendance to claims process court materials; meet with C. Prophet;

**Total Fees for Professional Services**

\$46,154.50

**DISBURSEMENTS**

**Non-Taxable Costs**

25/03/2010	PR Disbursements - Non-taxable	\$181.00
	MacDonnell, Lisa - Court filing fee re Notice of Application for Nelson Financial as per Frank Lamie 03/22/2010	
	<b>Total Non-Taxable Disbursements</b>	<u>\$181.00</u>



April 14, 2010  
INVOICE: 16964090

**Taxable Costs**

Copying	\$205.50
Scanning Service	\$8.00
Binding	\$62.65
Courier	\$22.50
PPSA Online Search - Taxable	\$8.00
<b>Total Taxable Disbursements</b>	<b><u>\$306.65</u></b>

terms: due upon receipt  
interest at the rate of 0.5% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded



April 14, 2010  
INVOICE: 16964090

## Remittance Copy

Client: 167533 Nelson Financial Group Ltd.  
Matter: T979587  
RE: Restructuring  
Amount Due: \$48,965.21

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### PAYMENT BY CHEQUE:

**Please return this page with your payment payable to Gowing Lafleur Henderson LLP**

**Remit to:** Gowing Lafleur Henderson LLP  
1 First Canadian Place  
Suite 1600  
100 King Street W  
Toronto, ON M5X 1G5  
Canada

### PAYMENT BY WIRE TRANSFER:

**Pay by Swift MT 103 Direct to:**  
**SWIFTCODE:** CIBCCATT  
**BENEFICIARY BANK:** Canadian Imperial Bank of Commerce  
Main Branch, Commerce Court, Toronto, ON  
M5L 1G9  
**TRANSIT NUMBER:** 0010-00002  
**BENEFICIARY ACCOUNT NAME:** Gowing Lafleur Henderson LLP  
Suite 1600, 1 First Canadian Place, Toronto, ON  
M5X 1G5  
**BENEFICIARY ACCOUNT NUMBER(S):** CDN Account: 38-51311  
USD Account: 03-54112

### International payments intermediary banking information:

USD BOFAUS3N (ABA 026009593)

\* if paying by wire transfer, please fax a copy of the remittance to (416)862-7661, attention: Accounts Receivable



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Nelson Financial Group Ltd.  
ATTN: Mr. Marc Boutet  
President  
900 Dillingham Road  
Pickering, ON L1W 1Z6  
Canada

May 6, 2010  
INVOICE: 16979847

Our Matter: T979587 / 167533  
RE: Restructuring

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**TO OUR FEE:**

Fees for Professional Services	\$44,500.50
GST on Fees	2,225.03
<b>Total Fees and Taxes</b>	<b>46,725.53</b>


**DISBURSEMENTS:**

Disbursements (Taxable)	790.95
GST on Disbursements	39.55
<b>Total Disbursements and Taxes</b>	<b>830.50</b>

**TOTAL INVOICE BALANCE:**

Total for this Invoice	47,556.03
[ Total GST: \$2,264.58 ]	
<b>Please remit total invoice balance due:</b>	<b>In Canadian Dollars</b>
	<b>\$47,556.03</b>

**GOWLING LAFLEUR HENDERSON LLP**

PER   
Tina M. Woodside

terms: due upon receipt  
interest at the rate of 0.5% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded  
GST: 11936 4511 RT

Gowling Lafleur Henderson LLP • Lawyers • Patent and Trade-mark Agents

1 First Canadian Place • 100 King Street West • Suite 1600 • Toronto • Ontario • M5X 1G5 • Canada • T 416-862-7525 • F 416-862-7661 • [gowlings.com](http://gowlings.com)

**Our Matter: T979587**  
**Nelson Financial Group Ltd.**  
**Restructuring**

**TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter for the period ending April 30, 2010 including:**

<b>Date</b>	<b>Hours</b>	<b>Timekeeper</b>	<b>Description</b>
31/03/2010	0.20	Frank D. Lamie	Attendance to meeting with and instructions from C. Prophet; review materials in preparation for motion approving claims process and stay extension;
01/04/2010	0.60	Frank D. Lamie	Telephone conversation with J. Grout; telephone conversation with K. McKinnon; attendance to meeting with C. Prophet; draft memo to file; correspondence to A.J. Page regarding claims process and stay extension;
05/04/2010	0.30	Cliff Prophet	Telephone conversations with Monitor and Monitor's counsel;
07/04/2010	0.70	Frank D. Lamie	Instructions from C. Prophet; letter from P. Przybylo; research case law; draft response; telephone conversation with and instructions from C. Prophet;
07/04/2010	0.50	Cliff Prophet	Telephone conversation with J. Grout and A. J. Page regarding Lendcare issues;
08/04/2010	2.60	Frank D. Lamie	Telephone conversation with M. Boutet; attendance to meeting with C. Prophet; conference call with M. Boutet and S. Sobol; instructions from C. Prophet; telephone conversation with M. Boutet; attendance to meeting with and instructions from C. Prophet;
08/04/2010	0.50	Cliff Prophet	Telephone conversation with M. Boutet regarding meetings with Rainbow Tristar and Monitor;
09/04/2010	3.20	Frank D. Lamie	Attendance to meeting with A. J. Page, J. Grout, K. McKinnon, and C. Prophet; correspondence from C. Prophet; research case law; correspondence to P. Przybylo;
09/04/2010	1.40	Cliff Prophet	Meet with Monitor and counsel;
13/04/2010	4.10	Frank D. Lamie	Review various agreements; attendance to meeting with C. Prophet; review various correspondence; research case law; telephone conversation with F. Guerrieri; attendance to meeting with and instructions from C. Prophet; attendance to motion materials; various correspondence from A. J. Page, J. Grout and C. Prophet; correspondence from M. Boutet; correspondence to A. J. Page; attendance to meeting with C. Prophet; conference call with M. Boutet, S. Sobol and C. Prophet;
13/04/2010	2.60	Cliff Prophet	Prepare affidavit of M. Boutet;
14/04/2010	6.80	Frank D. Lamie	Draft affidavit; attendance to meeting with C. Prophet; attendance to meeting with C. Prophet; revise draft order; correspondence with A. J. Page; review draft report of A. J. Page; conference call with A. J. Page and C. Prophet; attendance to motion materials;

Date	Hours	Timekeeper	Description
14/04/2010	4.30	Cliff Prophet	Revise affidavit of M. Boutet; review and comment on Monitor's report; telephone conversation with A. J. Page; telephone conversation with M. Boutet; telephone conversation with J. Grout regarding regulatory issues;
15/04/2010	8.80	Frank D. Lamie	Conference call with A. J. Page and C. Prophet; draft notice of motion; conference call with F. Guerrieri; telephone conversation with J. Grout; attendance to service list; conference call with M. Boutet; meeting with C. Prophet; conference call with A. J. Page; telephone conversation with M. Boutet and S. Sobol; correspondence with J. Grout, K. McKinnon and C. Prophet; finalize affidavit of M. Boutet and exhibits; correspondence to M. Boutet, S. Sobol and C. Prophet; finalize order; instructions to P. Modopoulos;
15/04/2010	3.30	Cliff Prophet	Further telephone conversation with OSC; attend with M. Boutet; instructions for service;
16/04/2010	8.80	Frank D. Lamie	Correspondence with A. J. Page; correspondence to M. Boutet and S. Sobol; instructions to H. Gordon; draft letter to M. Boutet; conference call with M. Boutet and S. Sobol; finalize motion materials; instructions to S. Danielle; correspondence to commercial list court office; telephone conversation with P. Foy; correspondence with A. J. Page; telephone conversation with C. Prophet; e-mail C. Prophet; correspondence with A. J. Page; review lease; correspondence to J. Grout, A. J. Page, C. Prophet and K. McKinnon; review correspondence and enclosures from J. Grout; correspondence with S. Sobol and M. Boutet; telephone conversation with M. Boutet; attendance to voicemail from J. Grout; telephone conversation with J. Grout; telephone conversation with A. J. Page; correspondence to J. Grout; telephone conversation with J. Grout; correspondence with commercial list court office;
18/04/2010	0.20	Frank D. Lamie	Correspondence from P. Foy; detailed correspondence with C. Prophet;
19/04/2010	1.90	Frank D. Lamie	Telephone conversation with A. J. Page; correspondence to C. Prophet; conference call with C. Prophet and P. Foy; conference call with C. Prophet and S. Mitra; conference call with A. J. Page, J. Grout and C. Prophet; attendance to meeting with C. Prophet; telephone conversation with A. J. Page;
19/04/2010	2.10	Cliff Prophet	Lengthy telephone conversations with S. Mitra for Mackies, J. Grout and A. J. Page; telephone conversation with H. Chaiton for Lendcare; telephone conversation with P. Foy;
20/04/2010	0.20	Frank D. Lamie	Review correspondence from J. Grout; review case law; review correspondence from C. Prophet;
21/04/2010	0.60	Frank D. Lamie	Instructions from C. Prophet; draft letter to commercial list court office; meeting with C. Prophet; instructions to S. Danielle; correspondence from J. Grout, S. Mitra, A. J. Page and C. Prophet;
21/04/2010	2.10	Cliff Prophet	Further attendances with OSC and with solicitor for Lendcare;

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interest at the rate of 0.5% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded

Date	Hours	Timekeeper	Description
			attend with solicitor for Mackies; telephone conversation with K. McKinnon;
22/04/2010	0.60	Frank D. Lamie	Attendance to meeting with and instructions from C. Prophet; draft memo to file; research case law; review order and endorsement of Justice Pepall; research regarding disclaimer;
22/04/2010	2.50	Cliff Prophet	Prepare for and attend at motion to extend stay;
26/04/2010	0.70	Frank D. Lamie	Review motion record; conference call with C. Prophet; correspondence to D. Bourassa; attendance to research;
26/04/2010	1.90	Cliff Prophet	Attend with S. Mitra regarding secured claims;
27/04/2010	4.90	Frank D. Lamie	Conference call with M. Boutet and S. Sobol; instructions from C. Prophet; review materials in record; draft factum in support of stay extension; correspondence with C. Prophet; telephone conversation with J. Grout; [REDACTED]
			[REDACTED] various correspondence with A. J. Page; review correspondence from D. Murray; attendance to voicemail from J. Grout; meeting with and instructions from C. Prophet;
27/04/2010	1.60	Cliff Prophet	Attend at scheduling appointment with H. Chaiton;
27/04/2010	0.20	Robin Walker	[REDACTED]
28/04/2010	4.40	Frank D. Lamie	Draft and revise factum; review detailed correspondence from K. McKinnon; review OSC enforcement notices; meeting with and instructions from C. Prophet; research U.S. case law;
28/04/2010	4.60	Cliff Prophet	Review factum; multiple attendances with S. Mitra regarding Mackie claims; attend with Monitor; prepare for stay extension;
29/04/2010	3.40	Frank D. Lamie	Revise and finalize factum; attendance to brief of authorities; instructions to S. Danielle; letter to commercial list court office; review security agreements; review letter from J. Grout; review letter from S. Mitra; letter to S. Mitra; review supplement to the first report of Monitor; attendance to meeting with C. Prophet; various correspondence from S. Mitra; various correspondence from S. Sobol and A. J. Page; review enclosure from S. Sobol;
29/04/2010	3.00	Cliff Prophet	Further dealings with S. Mitra and with H. Chaiton regarding positions of Mackie and Lendcare, respectively; liaising with Monitor on this and other issues;
30/04/2010	5.40	Frank D. Lamie	Attendance to draft order; attendance to meeting with C. Prophet; prepare for Court; attendance in Court before Madam Justice Pepall; attendance to meeting with M. Boutet, S. Sobol, A. J. Page and C. Prophet; meeting with C. Prophet; attendance to enter order with the Court; correspondence to service list; correspondence to K. McKinnon, P. Dempsey and D. Doherty;
30/04/2010	3.20	Cliff Prophet	Attend at stay extension motion; meet with client thereafter;

**Total Fees for Professional Services**

**\$44,500.50**

terms: due upon receipt  
interest at the rate of 0.5% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded

May 6, 2010  
INVOICE: 16979847

## DISBURSEMENTS

### Taxable Costs

Copying	\$306.25
Scanning Service	\$27.00
Fax Charges	\$0.50
Long Distance Telephone	\$0.14
Binding	\$102.00
Courier	\$170.00
Quick Law: Research	\$146.56
WestlaweCarswell	\$38.50
<b>Total Taxable Disbursements</b>	<b><u>\$790.95</u></b>



May 6, 2010  
INVOICE: 16979847

## Remittance Copy

Client: 167533 Nelson Financial Group Ltd.  
Matter: T979587  
RE: Restructuring  
Amount Due: \$47,556.03

---

### PAYMENT BY CHEQUE:

**Please return this page with your payment payable to Gowling Lafleur Henderson LLP**

**Remit to:** Gowling Lafleur Henderson LLP  
1 First Canadian Place  
Suite 1600  
100 King Street W  
Toronto, ON M5X 1G5  
Canada

### PAYMENT BY WIRE TRANSFER:

**Pay by Swift MT 103 Direct to:**  
**SWIFTCODE:** CIBCCATT  
**BENEFICIARY BANK:** Canadian Imperial Bank of Commerce  
Main Branch, Commerce Court, Toronto, ON  
M5L 1G9  
**TRANSIT NUMBER:** 0010-00002  
**BENEFICIARY ACCOUNT NAME:** Gowling Lafleur Henderson LLP  
Suite 1600, 1 First Canadian Place, Toronto, ON  
M5X 1G5  
**BENEFICIARY ACCOUNT NUMBER(S):** CDN Account: 38-51311  
USD Account: 03-54112

### International payments intermediary banking information:

USD BOFAUS3N (ABA 026009593)

\* if paying by wire transfer, please fax a copy of the remittance to (416)862-7661, attention: Accounts Receivable



montréal • ottawa • toronto • hamilton • waterloo region • calgary • vancouver • moscow • london

Nelson Financial Group Ltd.  
ATTN: Mr. Marc Boutet  
President  
900 Dillingham Road  
Pickering, ON L1W 1Z6  
Canada

June 18, 2010  
INVOICE: 17008290

Our Matter: T979587 / 167533  
RE: Restructuring

---

**TO OUR FEE:**

Fees for Professional Services	\$36,370.00
GST on Fees	1,818.50
<b>Total Fees and Taxes</b>	<b>38,188.50</b>


**DISBURSEMENTS:**

Disbursements (Taxable)	459.60
GST on Disbursements	22.98
<b>Total Disbursements and Taxes</b>	<b>482.58</b>

**TOTAL INVOICE BALANCE:**

Total for this Invoice	38,671.08
[ Total GST: \$1,841.48 ]	
<b>Please remit total invoice balance due:</b>	<b>In Canadian Dollars</b>
	<b><u>\$38,671.08</u></b>

**GOWLING LAFLEUR HENDERSON LLP**

PER   
Tina M. Woodside

terms: due upon receipt  
interest at the rate of 0.5% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded  
GST: 11936 4511 RT

June 18, 2010  
INVOICE: 17008290

**Our Matter: T979587**  
**Nelson Financial Group Ltd.**  
**Restructuring**



**TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter for the period ending May 31, 2010 including:**

Date	Hours	Timekeeper	Description
03/05/2010	0.80	Frank D. Lamie	Correspondence from S. Sobol and C. Prophet; meeting with and instructions from C. Prophet regarding disclaiming lease; attendance to disclaimer research;
03/05/2010	0.80	Cliff Prophet	Attend with client regarding Lendcare and other issues;
04/05/2010	1.50	Cliff Prophet	Attend at Commercial Court and with J. Grout and S. Aggarwal regarding disclaimer of Lendcare;
05/05/2010	3.60	Frank D. Lamie	[REDACTED] conference call with C. Prophet and S. Sobol; draft notice of disclaimer; draft letter to landlord; telephone conversation with A.J. Page; meet with C. Prophet; correspondence to J. Grout and A.J. Page; correspondence from C. Prophet;
05/05/2010	0.90	Frank D. Lamie	[REDACTED]
05/05/2010	8.90	Cliff Prophet	Prepare affidavits in support of motion to disclaim Lendcare arrangements; attend with clients regarding same;
06/05/2010	1.90	Frank D. Lamie	Telephone conversation with D. Bourassa; meeting with C. Prophet; correspondence and enclosure from S. Sobol; various correspondence and enclosures from A.J. Page; review draft M. Boutet and S. Sobol affidavits; telephone conversation with C. Delaney; correspondence with and enclosures to C. Delaney; correspondence from C. Prophet; telephone conversation with and instructions from C. Prophet; telephone conversation with M. Boutet; correspondence from M. Boutet; correspondence to H. Chaiton, D. Bourassa, J. Grout and A.J. Page; correspondence to M. Boutet and S. Sobol;
06/05/2010	6.10	Cliff Prophet	Review and revise affidavits in support of motion to disclaim Lendcare arrangements;
07/05/2010	1.00	Frank D. Lamie	Various correspondence from A.J. Page, S. Aggarwal, and C. Prophet; review enclosure; correspondence from K. McKinnon; review and provide comments on response to OSC; meeting with and comments to K. McKinnon; correspondence to C. Prophet;
07/05/2010	1.50	Cliff Prophet	Telephone conversation with A.J. Page regarding restructuring; telephone conversation with M. Boutet regarding next steps;
10/05/2010	3.20	Frank D. Lamie	Correspondence from S. Sobol and C. Prophet; conference call with A.J. Page, M. Boutet, S. Sobol and C. Prophet; meeting with C. Prophet regarding non-solicit; attendance to research;

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errors and omissions excluded

June 18, 2010  
INVOICE: 17008290

Date	Hours	Timekeeper	Description
10/05/2010	0.60	Edward Majewski	telephone conversation with and instructions to E. Majewski; correspondence to E. Majewski; review non-solicit provisions; conference call with E. Majewski; meeting with C. Prophet; correspondence to C. Prophet; correspondence from C. Prophet; 
10/05/2010	0.30	Cliff Prophet	Telephone conversation with clients;
10/05/2010	1.00	Cliff Prophet	Telephone conversation with M. Boutet and S. Lockman and A.J. Page regarding restructuring options;
11/05/2010	0.60	Cliff Prophet	Telephone conversation with A.J. Page; e-mail from K. McKinnon;
12/05/2010	1.60	Frank D. Lamie	Meet with K. McKinnon and C. Prophet; conference call with M. Boutet and S. Sobol; meet with C. Prophet; conference call with A.J. Page and C. Prophet; various correspondence from K. McKinnon; review notice of hearing and statement of allegations;
12/05/2010	0.40	Cliff Prophet	Telephone conversations with A.J. Page;
13/05/2010	1.20	Frank D. Lamie	Conference call with A.J. Page, S. Aggarwal, S. Sobol, M. Boutet and C. Prophet; conference call with C. Prophet, S. Sobol and M. Boutet; meeting with C. Prophet; correspondence from K. McKinnon;
13/05/2010	3.10	Cliff Prophet	Lengthy telephone conversations with A. J. Page and M. Boutet; 
14/05/2010	0.40	Cliff Prophet	Telephone conversation with K. McKinnon;
15/05/2010	0.20	Cliff Prophet	Review e-mail regarding enforcement action; telephone conversation with A.J. Page;
17/05/2010	0.50	Cliff Prophet	Telephone conversations with A.J. Page and others;
18/05/2010	0.40	Cliff Prophet	Telephone conversations with H. Chaiton regarding Lendcare issue;
20/05/2010	0.30	Cliff Prophet	Telephone conversation with clients regarding extension of stay; consult with monitor's counsel;
25/05/2010	0.20	Frank D. Lamie	Review letter and affidavit from D. Turner;
27/05/2010	3.00	Cliff Prophet	Review and revise motion material for stay extension; draft settlement agreement with Lendcare;
28/05/2010	0.60	Frank D. Lamie	Meeting with and instructions from C. Prophet; telephone conversation with P. Dempsey;
28/05/2010	4.20	Cliff Prophet	Further work on Lendcare agreement; instructions for preparation of motion materials for stay extension; attend in Court to speak to Lendcare matter;
29/05/2010	7.10	Frank D. Lamie	Draft notice of motion, order, affidavit of M. Boutet, motion record and letter to ThorntonGroutFinnigan; review and

terms: due upon receipt  
interest at the rate of 0.5% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded

June 18, 2010  
INVOICE: 17008290

Date	Hours	Timekeeper	Description
			assemble various exhibits to affidavit of M. Boutet; review first report of monitor and appendices thereto; correspondence to C. Prophet; meet with and instructions from C. Prophet; telephone conversation with A.J. Page; correspondence from C. Prophet; review and revise Lendcare amendment and termination agreement; correspondence to J. Grout; review and revise motion record; revise notice of disclaimer;
29/05/2010	3.40	Cliff Prophet	Further work on Lendcare agreement;
31/05/2010	5.70	Frank D. Lamie	Meeting with and instructions from C. Prophet; voicemail from J. Grout; telephone conversation with J. Grout; telephone conversation with M. Boutet; instructions from C. Prophet regarding revisions to Lendcare resolution; revise affidavit; telephone conversation with A.J. Page; telephone conversation with S. Aggarwal; correspondence to M. Boutet; review and revise affidavit of M. Boutet; review and revise service list; correspondence to service list; correspondence to D. Bourassa; telephone conversation with P. Foy; telephone conversation with S. Aggarwal; correspondence to M. Boutet; correspondence to J. Grout, S. Aggarwal, A.J. Page and C. Delaney; correspondence to M. Boutet and S. Sobol; telephone conversation with J. Grout; telephone conversation with S. Aggarwal; telephone conversation with S. Sobol; finalize affidavit of M. Boutet; correspondence with S. Sobol and M. Boutet; instructions to S. Danielle; final revisions to motion record;
31/05/2010	0.80	Cliff Prophet	Telephone conversations with Montior; final review of material regarding stay extension;

**Total Fees for Professional Services**

\$36,370.00

**DISBURSEMENTS**

**Taxable Costs**

Copying		\$0.25
Scanning Service		\$31.75
WestlaweCarswell		\$323.50
11/05/2010	PR Meal Expense	\$104.10
	<b>Total Taxable Disbursements</b>	<u>\$459.60</u>

terms: due upon receipt  
interest at the rate of 0.5% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded

June 18, 2010  
INVOICE: 17008290

## Remittance Copy

Client: 167533 Nelson Financial Group Ltd.  
Matter: T979587  
RE: Restructuring  
Amount Due: \$38,671.08

---

### PAYMENT BY CHEQUE:

Please return this page with your payment payable to **Gowling Lafleur Henderson LLP**

Remit to: Gowling Lafleur Henderson LLP  
1 First Canadian Place  
Suite 1600  
100 King Street W  
Toronto, ON M5X 1G5  
Canada

### PAYMENT BY WIRE TRANSFER:

Pay by Swift MT 103 Direct to:

SWIFTCODE: CIBCCATT

BENEFICIARY BANK:

Canadian Imperial Bank of Commerce  
Main Branch, Commerce Court, Toronto, ON  
M5L 1G9

TRANSIT NUMBER:

0010-00002

BENEFICIARY ACCOUNT NAME:

Gowling Lafleur Henderson LLP  
Suite 1600, 1 First Canadian Place, Toronto, ON  
M5X 1G5

BENEFICIARY ACCOUNT NUMBER(S):

CDN Account: 38-51311  
USD Account: 03-54112

### International payments intermediary banking information:

USD BOFAUS3N (ABA 026009593)

\* if paying by wire transfer, please fax a copy of the remittance to (416)862-7661, attention: Accounts Receivable



montréal · ottawa · toronto · hamilton · waterloo region · calgary · vancouver · moscow · london

Nelson Financial Group Ltd.  
ATTN: Mr. Marc Boutet  
President  
900 Dillingham Road  
Pickering, ON L1W 1Z6  
Canada

June 30, 2010  
INVOICE: 17029544

Our Matter: T979587 / 167533  
RE: Restructuring

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**TO OUR FEE:**

Fees for Professional Services	\$43,725.00
GST on Fees	2,186.25
<b>Total Fees and Taxes</b>	<b>45,911.25</b>


**DISBURSEMENTS:**

Disbursements (Taxable)	108.09
GST on Disbursements	5.41
<b>Total Disbursements and Taxes</b>	<b>113.50</b>

**TOTAL INVOICE BALANCE:**

Total for this Invoice	46,024.75
[ Total GST: \$2,191.66 ]	
<b>Please remit total invoice balance due:</b>	<b>In Canadian Dollars</b>
	<b>\$46,024.75</b>

**GOWLING LAFLEUR HENDERSON LLP**

PER   
Tina M. Woodside

terms: due upon receipt  
interest at the rate of 0.5% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded  
GST/HST: 11936 4511 RT

**Our Matter: T979587**  
**Nelson Financial Group Ltd.**  
**Restructuring**

**TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter for the period ending June 30, 2010 including:**

<b>Date</b>	<b>Hours</b>	<b>Timekeeper</b>	<b>Description</b>
01/06/2010	0.40	Frank D. Lamie	Various correspondence with S. Aggarwal; correspondence from J. Grout; correspondence with D. Bourassa; correspondence to C. Prophet;
02/06/2010	1.90	Frank D. Lamie	Conference call with S. Aggarwal; conference call with C. Prophet and P. Dempsey; conference call with S. Aggarwal; correspondence with K. McKinnon; correspondence and review of enclosure from S. Sobol; detailed correspondence from C. Prophet; review extract from Nelson corporate by-laws; meeting with C. Prophet; telephone conversation with C. Prophet; correspondence to S. Sobol; correspondence to D. Bourassa; correspondence to C. Prophet; review Lendcare spreadsheet and invoices; correspondence to D. Bourassa; voicemail from P. Foy; review Monitor's draft second report; correspondence with C. Prophet; correspondence with S. Aggarwal;
02/06/2010	0.40	Cliff Prophet	Attendance to stay extension motion;
03/06/2010	1.30	Frank D. Lamie	Correspondence from K. McKinnon; correspondence to K. McKinnon; meeting with C. Prophet; update P. Dempsey; telephone conversation with K. McKinnon; correspondence from S. Aggarwal; correspondence from S. Mitra; correspondence from D. Bourassa enclosing blackline to Lendcare agreement; review blackline; telephone conversation with D. Bourassa; finalize Order; correspondence from D. Bourassa;
03/06/2010	1.10	Cliff Prophet	Prepare for Court; telephone conversation with Monitor's counsel;
04/06/2010	1.40	Sanam Goudarzi	Attend at Commercial List to enter Order;
04/06/2010	5.10	Frank D. Lamie	Meeting with and various materials to C. Prophet; telephone conversation with S. Aggarwal; meeting with S. Aggarwal; meeting with D. Turner; preparation for and attendance in Court; meeting with S. Aggarwal, A.J. Page and C. Prophet regarding representative counsel and structure of plan of compromise and arrangement; attendance in Court before Justice Pepall; meeting with C. Prophet; instructions to S. Goudarzi; correspondence to service list; correspondence to P. Dempsey, K. McKinnon, T. Woodside, and D. Doherty; correspondence to M. Boutet and S. Sobol; telephone conversation with counsel for Veridian S. Teskey;
04/06/2010	0.70	Cliff Prophet	Telephone conversations with client and Lendcare to finalize agreement; attend in Court for stay extension;
04/06/2010	4.70	Cliff Prophet	Preparation for and attendance in Court for stay extension

terms: due upon receipt  
Interest at the rate of 0.5% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded



Date	Hours	Timekeeper	Description
			hearing; meeting with Montior and counsel regarding restructuring alternatives;
07/06/2010	0.50	Frank D. Lamie	Meeting with C. Prophet; telephone conversation with S. Aggarwal; meeting with C. Prophet; attendance to research;
08/06/2010	0.60	Cliff Prophet	Further Lendcare discussions;
09/06/2010	1.50	Frank D. Lamie	Meeting with C. Prophet; conference call with S. Aggarwal; meeting with C. Prophet; draft notice of motion; meeting with C. Prophet regarding form of Order;
09/06/2010	3.20	Cliff Prophet	Work on representative counsel Order; work on affidavit of M. Boutet;
10/06/2010	2.70	Frank D. Lamie	Revise notice of motion; correspondence from A.J. Page; review draft third report of Monitor; meeting with C. Prophet; correspondence from A.J. Page; meeting with C. Prophet regarding security interests;
10/06/2010	2.90	Cliff Prophet	Review and revise Court material;
11/06/2010	3.60	Frank D. Lamie	Correspondence from A.J. Page; review draft Monitor's report; meeting with C. Prophet; telephone conversation with D. Bourassa; telephone conversation with S. Sobol; telephone conversation with S. Aggarwal; attendance to motion record; review third report; telephone conversation with D. Bourassa; telephone conversation with S. Aggarwal; telephone conversation with C. Prophet; revise affidavit of M. Boutet; correspondence with S. Aggarwal;
13/06/2010	0.10	Frank D. Lamie	Attendance to e-mail from K. McKinnon;
14/06/2010	1.40	Frank D. Lamie	Detailed correspondence from K. McKinnon; telephone conversation with and instructions from C. Prophet; conference call with S. Aggarwal and revise draft Order; meeting with C. Prophet; telephone conversation with S. Aggarwal;
14/06/2010	2.30	Cliff Prophet	Prepare for stay extension motion; draft Order regarding representative counsel;
15/06/2010	6.10	Frank D. Lamie	Meeting with and instructions from C. Prophet; prepare for Court; attendance in Court before Madam Justice Pepall; meeting with A.J. Page, C. Prophet and S. Aggarwal;
15/06/2010	4.80	Cliff Prophet	Prepare for and attend at hearing regarding stay extension;
16/06/2010	0.90	Frank D. Lamie	Correspondence with D. Bourassa; correspondence to D. Bourassa; correspondence with C. Delaney; review endorsement;
17/06/2010	0.10	Frank D. Lamie	Various correspondence with C. Delaney;
17/06/2010	1.30	Neeta Sahadev	Attend at Commercial List to obtain document for F. Lamie;
18/06/2010	1.70	Frank D. Lamie	Meeting with A.J. Page, C. Delaney, S. Aggarwal and C. Prophet;
18/06/2010	1.20	Cliff Prophet	Meeting regarding claims process;
21/06/2010	3.10	Frank D. Lamie	Meeting with A.J. Page, S. Aggarwal, C. Delaney and C.

terms: due upon receipt  
interest at the rate of 0.5% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded

June 30, 2010  
INVOICE: 17029544

Date	Hours	Timekeeper	Description
			Prophet; various correspondence with K. McKinnon regarding OSC proceeding; correspondence with S. Aggarwal;
21/06/2010	2.70	Cliff Prophet	Meeting regarding claims process;
22/06/2010	0.10	Frank D. Lamie	Correspondence from A.J. Page;
22/06/2010	0.30	Cliff Prophet	Telephone conversation with Monitor's counsel;
24/06/2010	1.80	Frank D. Lamie	Correspondence with C. Prophet; correspondence with J. Grout and S. Aggarwal; instructions to D. Noble; telephone conversation with S. Aggarwal; draft Court materials;
25/06/2010	0.20	Frank D. Lamie	Telephone conversation with and instructions from C. Prophet;
27/06/2010	2.10	Frank D. Lamie	Draft notice of motion; draft claims procedure Order and claims process materials;
28/06/2010	4.30	Frank D. Lamie	Meeting with C. Prophet; correspondence from A.J. Page regarding Monitor's approval of disclaimer of Barrie Lease; revise lease disclaimer materials; correspondence to M. Boutet and S. Sobol regarding disclaimer of lease; meeting with and instructions from C. Prophet; draft affidavit of M. Boutet; telephone conversation with S. Aggarwal; draft claims procedure; correspondence from S. Sobol; correspondence with A.J. Page; meeting with and instructions from C. Prophet; review clams procedure;
28/06/2010	1.10	Cliff Prophet	Review and revise claims process order; instructions to F. Lamie;
29/06/2010	6.20	Frank D. Lamie	Attendance to voicemail from D. Turner; meeting with and instructions from C. Prophet; draft claims procedure Order; correspondence from S. Aggarwal; review draft fourth report of Monitor; draft claims procedure;
29/06/2010	2.10	Cliff Prophet	Further revise claims process and other motion materials; review of representative counsel Order regarding preferred shareholders;
30/06/2010	8.80	Frank D. Lamie	Draft affidavit of M. Boutet; meeting with C. Prophet; review and revise affidavit of M. Boutet; attendance to exhibits; correspondence to M. Boutet and S. Sobol; telephone conversation with and instructions from S. Sobol; telephone conversation with S. Aggarwal and C. Prophet; meeting with C. Prophet; correspondence with S. Sobol; correspondence to C. Prophet; attendance to instructions from S. Sobol; review and revise draft Order; correspondence to J. Teskey; instructions to P. Modopoulos; review and revise draft Orders; correspondence and enclosures to J. Grout, S. Aggarwal, A.J. Page, C. Delaney and C. Prophet; telephone conversation with S. Sobol regarding Veridian deposit; attendance to various meetings with C. Prophet; conference call with S. Aggarwal and C. Prophet; revise representative counsel order;
30/06/2010	6.20	Cliff Prophet	Review all motion material; revise claims materials;

terms: due upon receipt  
interest at the rate of 0.5% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded

June 30, 2010  
INVOICE: 17029544

**Total Fees for Professional Services**

**\$43,725.00**

**DISBURSEMENTS**

**Taxable Costs**

Copying	\$28.50
Scanning Service	\$32.50
Long Distance Telephone	\$0.54
Courier	\$18.83
Conference Call Expenses	\$27.72
<b>Total Taxable Disbursements</b>	<b><u>\$108.09</u></b>

June 30, 2010  
INVOICE: 17029544

## Remittance Copy

Client: 167533 Nelson Financial Group Ltd.  
Matter: T979587  
RE: Restructuring  
Amount Due: \$46,024.75

---

### PAYMENT BY CHEQUE:

Please return this page with your payment payable to **Gowling Lafleur Henderson LLP**

Remit to: Gowling Lafleur Henderson LLP  
1 First Canadian Place  
Suite 1600  
100 King Street W  
Toronto, ON M5X 1G5  
Canada

### PAYMENT BY WIRE TRANSFER:

Pay by Swift MT 103 Direct to:

SWIFTCODE: CIBCCATT

BENEFICIARY BANK:

Canadian Imperial Bank of Commerce  
Main Branch, Commerce Court, Toronto, ON  
M5L 1G9

TRANSIT NUMBER:

0010-00002

BENEFICIARY ACCOUNT NAME:

Gowling Lafleur Henderson LLP  
Suite 1600, 1 First Canadian Place, Toronto, ON  
M5X 1G5

BENEFICIARY ACCOUNT NUMBER(S):

CDN Account: 38-51311  
USD Account: 03-54112

**International payments intermediary banking information:**

USD BOFAUS3N (ABA 026009593)

\* if paying by wire transfer, please fax a copy of the remittance to (416)862-7661, attention: Accounts Receivable



montréal · ottawa · toronto · hamilton · waterloo region · calgary · vancouver · moscow · london

Nelson Financial Group Ltd.  
ATTN: Mr. Marc Boutet  
President  
900 Dillingham Road  
Pickering, ON L1W 1Z6  
Canada

August 11, 2010  
INVOICE: 17049003

Our Matter: T979587 / 167533  
RE: Restructuring

---

**TO OUR FEE:**

Fees for Professional Services	\$45,326.50
HST on Fees	5,892.45
<b>Total Fees and Taxes</b>	<b>51,218.95</b>

**DISBURSEMENTS:**


Disbursements (Taxable)	2,270.47
Disbursements (Non-Taxable)	2,400.00
GST on Disbursements	0.46
HST on Disbursements	293.97
<b>Total Disbursements and Taxes</b>	<b>4,964.90</b>

**TOTAL INVOICE BALANCE:**

Total for this Invoice	56,183.85
[ Total GST: \$0.46 Total HST: \$6,186.42 ]	
<b>Please remit total invoice balance due:</b>	<b>In Canadian Dollars</b>
	<b><u>\$56,183.85</u></b>

**GOWLING LAFLEUR HENDERSON LLP**

PER

  
Tina M. Woodside

terms: due upon receipt  
Interest at the rate of 0.8% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded  
GST/HST: 11936 4511 RT

**Our Matter: T979587**  
**Nelson Financial Group Ltd.**  
**Restructuring**

**TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter for the period ending July 31, 2010 including:**

Date	Hours	Timekeeper	Description
01/07/2010	1.00	Frank D. Lamie	Detailed correspondence from K. McKinnon regarding OSC proceeding; correspondence to K. McKinnon and C. Prophet regarding OSC hearing; correspondence from S. Aggarwal; correspondence from J. Grout; review and revise notice of motion; meet with C. Prophet;
02/07/2010	5.30	Frank D. Lamie	Correspondence with A.J. Page; revise order appointing representative counsel for preferred shareholders; correspondence to counsel to the Monitor and the Monitor; various conference calls with S. Aggarwal; conference calls with C. Prophet; various revisions to notice, order and affidavit; review and comment on fourth report; revise notice of motion, draft order and affidavit of M. Boutet; telephone conversation with L. Pillon; conference call with C. Prophet; telephone conversation with S. Aggarwal; finalize motion record; correspondence to service list; correspondence to S. Aggarwal; review Monitor's finalized fourth report to Court;
04/07/2010	0.10	Frank D. Lamie	Correspondence with L. Pillon;
05/07/2010	3.40	Frank D. Lamie	Conference call with L. Pillon and C. Prophet to settle independent counsel order; correspondence from P. Foy regarding OSC hearing; correspondence to S. Sobol; telephone conversation with P. Foy; memo to file; correspondence to S. Sobol; revise motion record; correspondence and comments from L. Pillon on draft order; correspondence to L. Pillon; conference call with L. Pillon and C. Prophet; revise draft order; meet with C. Prophet; correspondence to S. Sobol and M. Boutet; correspondence to service list;
06/07/2010	1.60	Frank D. Lamie	Meet with and instructions from C. Prophet; correspondence from S. Mitra; correspondence from P. Foy; voicemail message from C. Prophet; correspondence from A.J. Page; review notice to noteholders; telephone conversation with D. Bourassa; meet with and instructions from C. Prophet; correspondence from C. Prophet; correspondence from D. Turner; correspondence from D. Jones and S. Mitra;
06/07/2010	3.40	Cliff Prophet	Prepare for court appearance; multiple changes to representative counsel order;
07/07/2010	2.10	Frank D. Lamie	Meet with and instructions from C. Prophet; correspondence with S. Sobol; correspondence with L. Pillon; review and revise draft order appointing representative counsel; correspondence from S. Sobol; review disclaimer; correspondence to S. Sobol;
07/07/2010	4.20	Cliff Prophet	Prepare for and attendance in Court for appointment of

terms: due upon receipt

Interest at the rate of 0.8% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded

Date	Hours	Timekeeper	Description
			independent counsel; report on same; discussions with counsel to noteholders;
08/07/2010	1.70	Cliff Prophet	Revise confidentiality agreement;
09/07/2010	0.60	Frank D. Lamie	Correspondence from A.J. Page; meet with C. Prophet;
09/07/2010	1.30	Cliff Prophet	Further discussions regarding confidentiality agreement; discussion with solicitor for Foscarini Mackie; report to client;
12/07/2010	0.60	Cliff Prophet	Discussion with A.J. Page regarding claims process and plan;
13/07/2010	1.50	Cliff Prophet	Complete confidentiality agreement with D. Jones;
14/07/2010	1.10	Frank D. Lamie	Correspondence with S. Aggarwal; correspondence with C. Prophet; review correspondence from P. Foy; conference call with J. Grout and S. Aggarwal; meet with C. Prophet;
15/07/2010	5.70	Frank D. Lamie	Attendance to claims procedure order and comments form S. Aggarwal; telephone conversation with A.J. Page regarding security; telephone conversation with and instructions from S. Sobol regarding approval of security for investor meeting; telephone conversation with R. Joseph; correspondence to R. Joseph; telephone conversation with R. Joseph; telephone conversation with S. Sobol; correspondence from A.J. Page; attendance to draft notice of motion; attendance to draft stay extension order; attendance to draft affidavit of M. Boutet; telephone conversation with F. Guerrieri; correspondence from S. Aggarwal; review and revise claims procedure order; correspondence to A.J. Page, J. Grout, S. Aggarwal and C. Prophet; voicemail message from S. Aggarwal; review initial order; conference call with S. Aggarwal;
15/07/2010	2.60	Cliff Prophet	Attendance to preparations for investor meeting; lengthy telephone discussion with Monitor and counsel regarding claims process;
16/07/2010	0.80	Frank D. Lamie	Correspondence and comments from A.J. Page; correspondence to A.J. Page, J. Grout, S. Aggarwal and C. Prophet; correspondence with A.J. Page; various telephone conversations with R. Joseph;
16/07/2010	2.20	Cliff Prophet	Revise claims process; discussions regarding secured claims;
19/07/2010	0.40	Frank D. Lamie	Correspondence from S. Aggarwal; review revised claims procedure order; review fifth report of Monitor;
19/07/2010	0.80	Cliff Prophet	Prepare motion material;
20/07/2010	4.50	Frank D. Lamie	Meet with and instructions from C. Prophet; review and revise affidavit of M. Boutet; telephone conversation with P. Trepanier; telephone conversation with and instructions to J. Wybo; voicemail message and instructions from C. Prophet; correspondence with A.J. Page; revise notice of motion, affidavit and draft order; review security agreements; meet with C. Prophet; review and revise affidavit of M. Boutet; review affidavits; meet with C. Prophet; correspondence to A.J. Page and S. Sobol; meet with C. Prophet regarding investor meeting;

terms: due upon receipt  
interest at the rate of 0.8% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded

August 11, 2010  
INVOICE: 17049003

Date	Hours	Timekeeper	Description
			correspondence to R. Joseph; review and revise motion materials;
20/07/2010	4.80	Cliff Prophet	Revise claims procedure motion materials; attending with Monitor; meet with M. Boutet regarding materials and in preparation for investor meeting; telephone conversations with representative counsel;
21/07/2010	8.70	Frank D. Lamie	Meet with C. Prophet; revise affidavit of M. Boutet; review Monitor's fifth report; travel to and attendance at investor meeting in Ajax; meet with S. Sobol, M. Boutet, J. Grout, A.J. Page and C. Prophet;
21/07/2010	5.70	Cliff Prophet	Prepare for travel to and attend at creditors meeting; review and comment on Monitor's fifth report; revise motion materials; meet with client regarding next steps;
22/07/2010	4.50	Frank D. Lamie	Review fifth report of Monitor; telephone conversation with S. Aggarwal; meet with C. Prophet; correspondence with S. Sobol; telephone conversation with S. Sobol; meet with S. Aggarwal; conference call with S. Mitra and C. Prophet; correspondence with S. Mitra; telephone conversation with C. Prophet; telephone conversation with S. Aggarwal; meet with C. Prophet; conference call with C. Prophet and S. Aggarwal; correspondence from S. Mitra; review letter from D. Turner; telephone conversation with S. Aggarwal; meet with C. Prophet;
22/07/2010	0.90	Cliff Prophet	Telephone conversations with Monitor following meeting;
23/07/2010	0.40	Frank D. Lamie	Meet with C. Prophet; conference call with A.J. Page and C. Prophet; instructions from C. Prophet; correspondence with C. Delaney; numerous correspondence from S. Aggarwal; review supplement to fifth report; correspondence from A.J. Page;
23/07/2010	3.90	Cliff Prophet	Prepare for Court; meet with Monitor; discussions with Monitor regarding opinion on Foscarini Mackie;
26/07/2010	2.10	Frank D. Lamie	Correspondence from D. Turner; revise draft order; correspondence from S. Mitra; correspondence with R. Joseph; detailed correspondence from D. Turner; instructions to D. Noble; meet with C. Prophet; meet with A.J. Page and C. Prophet; meet with C. Prophet; telephone conversation with D. Turner; telephone conversation with S. Aggarwal; revise draft order; various correspondence from D. Turner and S. Mitra;
26/07/2010	3.90	Cliff Prophet	Prepare for Court hearing; attendance with representative counsel regarding hearing; attendance with counsel to Foscarini Mackie;
27/07/2010	5.80	Cliff Prophet	Prepare for and attend on motion to extend stay and approve claims process; meet with M. Boutet; meet with A.J. Page;

**Total Fees for Professional Services**

**\$45,326.50**

terms: due upon receipt  
interest at the rate of 0.8% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded



August 11, 2010  
INVOICE: 17049003

## DISBURSEMENTS

### Non-Taxable Costs

16/07/2010	Agent Fees - Non-Taxable	\$2,400.00
	VENDOR: Crow Global Inc.; INVOICE#: T979587-071610;	
	DATE: 07/16/2010 - T979587; Security Services: F Lamie	
	<b>Total Non-Taxable Disbursements</b>	<b><u>\$2,400.00</u></b>

### Taxable Costs

Copying	\$1,995.25
Scanning Service	\$5.25
Binding	\$260.80
Registered Mail	\$9.17
<b>Total Taxable Disbursements</b>	<b><u>\$2,270.47</u></b>

August 11, 2010  
INVOICE: 17049003

## Remittance Copy

Client: 167533 Nelson Financial Group Ltd.  
Matter: T979587  
RE: Restructuring  
Amount Due: \$56,183.85

---

### PAYMENT BY CHEQUE:

Please return this page with your payment payable to **Gowling Lafleur Henderson LLP**

Remit to: Gowling Lafleur Henderson LLP  
1 First Canadian Place  
Suite 1600  
100 King Street W  
Toronto, ON M5X 1G5  
Canada

### PAYMENT BY WIRE TRANSFER:

Pay by Swift MT 103 Direct to:

SWIFTCODE: CIBCCATT

BENEFICIARY BANK:

Canadian Imperial Bank of Commerce  
Main Branch, Commerce Court, Toronto, ON  
M5L 1G9

TRANSIT NUMBER:

0010-00002

BENEFICIARY ACCOUNT NAME:

Gowling Lafleur Henderson LLP  
Suite 1600, 1 First Canadian Place, Toronto, ON  
M5X 1G5

BENEFICIARY ACCOUNT NUMBER(S):

CDN Account: 38-51311  
USD Account: 03-54112

### International payments intermediary banking information:

USD BOFAUS3N (ABA 026009593)

\* if paying by wire transfer, please fax a copy of the remittance to (416)862-7661, attention: Accounts Receivable



montreal • ottawa • toronto • hamilton • waterloo region • calgary • vancouver • moscow • london

Nelson Financial Group Ltd.  
ATTN: Mr. Marc Boutet  
President  
900 Dillingham Road  
Pickering, ON L1W 1Z6  
Canada

September 9, 2010  
INVOICE: 17065005

Our Matter: T979587 / 167533  
RE: Restructuring

---

**TO OUR FEE:**

Fees for Professional Services	\$18,834.50
HST on Fees	2,448.49
<b>Total Fees and Taxes</b>	<b>21,282.99</b>


**DISBURSEMENTS:**

Disbursements (Taxable)	796.45
Disbursements (Non-Taxable)	635.00
GST on Disbursements	19.35
HST on Disbursements	53.23
<b>Total Disbursements and Taxes</b>	<b>1,504.03</b>

**TOTAL INVOICE BALANCE:**

Total for this Invoice	22,787.02
[ Total GST: \$19.35 Total HST: \$2,501.72 ]	
<b>Please remit total invoice balance due:</b>	<b>In Canadian Dollars</b>
	<b>\$22,787.02</b>

**GOWLING LAFLEUR HENDERSON LLP**

PER   
Tina M. Woodside

terms: due upon receipt  
interest at the rate of 0.8% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded  
GST/HST: 11936 4511 RT

September 9, 2010  
INVOICE: 17065005

**Our Matter: T979587**  
**Nelson Financial Group Ltd.**  
**Restructuring**

**TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter for the period ending August 31, 2010 including:**

Date	Hours	Timekeeper	Description
05/08/2010	0.60	Frank D. Lamie	Telephone conversation with S. Aggarwal; telephone conversation with S. Sobol;
06/08/2010	0.60	Frank D. Lamie	Telephone conversation with S. Aggarwal; further telephone conversation with S. Aggarwal; various correspondence from D. Jones; telephone conversation with F. Guerrieri regarding further materials;
12/08/2010	0.30	Frank D. Lamie	Correspondence from S. Mitra; various correspondence from R. Jones;
16/08/2010	0.30	Frank D. Lamie	Various correspondence from C. Prophet, D Jones and S. Aggarwal;
16/08/2010	2.50	Cliff Prophet	Prepare for examination of M. Boutet;
17/08/2010	6.50	Cliff Prophet	Review of opinion of independent counsel regarding preferred shareholder claims; Prepare for and attend at cross-examination of M. Boutet regarding Mackie claim;
18/08/2010	0.30	Cliff Prophet	Telephone conversation with S. Mitra; telephone conversation with S. Aggarwal regarding preferred share opinion;
19/08/2010	0.80	Cliff Prophet	Telephone conversation with and e-mails to S. Sobol regarding OMVIC issues;
20/08/2010	0.50	Cliff Prophet	Letter from D. Jones; respond to same;
20/08/2010	4.50	Cara B. Sklar	Attend at examination of L. Mackie; prepare memo to C. Prophet to communicate observations;
23/08/2010	1.80	Cliff Prophet	Prepare for scheduling hearing; attend with M. Boutet and S. Sobol;
24/08/2010	0.20	Frank D. Lamie	Review motion record of the Monitor; correspondence from C. Prophet;
24/08/2010	2.70	Cliff Prophet	Prepare for and attend at hearing regarding Foscarini Mackie security;
25/08/2010	1.00	Frank D. Lamie	Meeting with C. Prophet; telephone conversation with D. Bourassa; telephone conversation with S. Sobol; instructions from C. Prophet; review factum of the Monitor; conference call with S. Sobol and C. Prophet;
25/08/2010	2.20	Cliff Prophet	Attendance to undertakings letter; review or receiver factum; advice regarding Lendcare issue;
26/08/2010	0.30	Frank D. Lamie	Attendance to correspondence and enclosure from C. Prophet; meeting with C. Prophet;
26/08/2010	1.30	Cliff Prophet	Telephone conversation with the Monitor regarding disclosure of preferred shareholder opinion; review and comment on draft

terms: due upon receipt

interest at the rate of 0.8% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded

September 9, 2010  
INVOICE: 17065005

Date	Hours	Timekeeper	Description
			order;
27/08/2010	0.10	Frank D. Lamie	Meeting with C. Prophet; attendance to correspondence and Order of Justice Pepall;
27/08/2010	5.20	Cliff Prophet	Prepare for and attend in Court regarding dealing with preferred shareholder motion;

**Total Fees for Professional Services** \$18,834.50

## DISBURSEMENTS

### Non-Taxable Costs

22/04/2010	Court Filing Fees - Non Taxable VENDOR: Reliable Process Servers Inc.; INVOICE#: 42150; DATE: 04/22/2010 - T979587: Court filing fee : F Lamie	\$127.00
12/06/2010	Court Filing Fees - Non Taxable VENDOR: Reliable Process Servers Inc.; INVOICE#: 42889; DATE: 06/12/2010 - T979587: Court filing fee : F Lamie	\$127.00
17/06/2010	Court Filing Fees - Non Taxable VENDOR: Reliable Process Servers Inc.; INVOICE#: 42940; DATE: 06/17/2010 - T979587: Court filing fee: F Lamie	\$127.00
18/07/2010	Court Filing Fees - Non Taxable VENDOR: Reliable Process Servers Inc.; INVOICE#: 43258; DATE: 07/18/2010 - T979587: Court filing fee : F Lamie	\$127.00
31/07/2010	Court Filing Fees - Non Taxable VENDOR: Reliable Process Servers Inc.; INVOICE#: 43476; DATE: 07/31/2010 - T979587: Court filing fee: F Lamie	\$127.00
<b>Total Non-Taxable Disbursements</b>		<u>\$635.00</u>

### Taxable Costs

Copying		\$74.00
Scanning Service		\$4.50
Binding		\$8.95
22/04/2010	Process Servers VENDOR: Reliable Process Servers Inc.; INVOICE#: 42150; DATE: 04/22/2010 - T979587: Court filing of motion record: F Lamie	\$103.00
30/04/2010	Process Servers VENDOR: Reliable Process Servers Inc.; INVOICE#: 42383; DATE: 04/30/2010 - T979587: Court filing of Factum, application record and motion: F Lamie	\$103.00
12/06/2010	Process Servers VENDOR: Reliable Process Servers Inc.; INVOICE#: 42889; DATE: 06/12/2010 - T979587: Court filing of motion record: F Lamie	\$78.00

terms: due upon receipt

Interest at the rate of 0.8% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded

September 9, 2010  
INVOICE: 17065005

17/06/2010	Process Servers VENDOR: Reliable Process Servers Inc.; INVOICE#: 42940; DATE: 06/17/2010 - T979587: Court filing of motion: F Lamie	\$103.00
18/07/2010	Process Servers VENDOR: Reliable Process Servers Inc.; INVOICE#: 43244; DATE: 07/18/2010 - T979587: Court filing - issued order: F Lamie	\$63.00
18/07/2010	Process Servers VENDOR: Reliable Process Servers Inc.; INVOICE#: 43258; DATE: 07/18/2010 - T979587: Court filing of motion record: F Lamie	\$78.00
31/07/2010	Process Servers VENDOR: Reliable Process Servers Inc.; INVOICE#: 43464; DATE: 07/31/2010 - T979587: Court filing fee of Order: F Lamie	\$103.00
31/07/2010	Process Servers VENDOR: Reliable Process Servers Inc.; INVOICE#: 43476; DATE: 07/31/2010 - T979587: Court filing of motion: F Lamie	\$78.00
	<b>Total Taxable Disbursements</b>	<b><u>\$796.45</u></b>

terms: due upon receipt  
interest at the rate of 0.8% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded

September 9, 2010  
INVOICE: 17065005

## Remittance Copy

Client: 167533 Nelson Financial Group Ltd.  
Matter: T979587  
RE: Restructuring  
Amount Due: \$22,787.02

---

### PAYMENT BY CHEQUE:

Please return this page with your payment payable to **Gowling Lafleur Henderson LLP**

Remit to: Gowling Lafleur Henderson LLP  
1 First Canadian Place  
Suite 1600  
100 King Street W  
Toronto, ON M5X 1G5  
Canada

### PAYMENT BY WIRE TRANSFER:

Pay by Swift MT 103 Direct to:

SWIFTCODE: CIBCCATT

BENEFICIARY BANK:

Canadian Imperial Bank of Commerce  
Main Branch, Commerce Court, Toronto, ON  
M5L 1G9

TRANSIT NUMBER:

0010-00002

BENEFICIARY ACCOUNT NAME:

Gowling Lafleur Henderson LLP  
Suite 1600, 1 First Canadian Place, Toronto, ON  
M5X 1G5

BENEFICIARY ACCOUNT NUMBER(S):

CDN Account: 38-51311  
USD Account: 03-54112

### International payments intermediary banking information:

USD BOFAUS3N (ABA 026009593)

\* if paying by wire transfer, please fax a copy of the remittance to (416)862-7661, attention: Accounts Receivable



montréal · ottawa · toronto · hamilton · waterloo region · calgary · vancouver · moscow · london

Nelson Financial Group Ltd.  
ATTN: Mr. Marc Boutet  
President  
900 Dillingham Road  
Pickering, ON L1W 1Z6  
Canada

October 8, 2010  
INVOICE: 17085204

Our Matter: T979587 / 167533  
RE: Restructuring

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**TO OUR FEE:**

Fees for Professional Services	\$36,342.00
HST on Fees	4,724.46
<b>Total Fees and Taxes</b>	<b>41,066.46</b>

**DISBURSEMENTS:**


Disbursements (Taxable)	164.93
HST on Disbursements	21.44
<b>Total Disbursements and Taxes</b>	<b>186.37</b>

**TOTAL INVOICE BALANCE:**

Total for this Invoice	41,252.83
[ Total HST: \$4,745.90 ]	
<b>Please remit total invoice balance due:</b>	<b>In Canadian Dollars</b>
	<b><u>\$41,252.83</u></b>

**GOWLING LAFLEUR HENDERSON LLP**

PER

  
Tina M. Woodside

terms: due upon receipt  
interest at the rate of 0.8% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded  
GST/HST: 11936 4511 RT



October 8, 2010  
INVOICE: 17085204

**Nelson Financial Group Ltd.**  
**Our Matter: T979587**  
**Restructuring**

**TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter for the period ending September 30, 2010 including:**

Date	Hours	Timekeeper	Description
30/08/2010	0.10	Cliff Prophet	Telephone call from S. Mitra;
01/09/2010	3.70	Cliff Prophet	Attend to plan of arrangement;
02/09/2010	6.20	Cliff Prophet	Attend to plan of arrangement;
03/09/2010	0.20	Frank D. Lamie	Attend to correspondence and motion record from D. Turner; correspondence from C. Romaniuk;
03/09/2010	1.00	Cliff Prophet	Draft plan of arrangement;
03/09/2010	0.70	Robin Walker	Office conference with C. Prophet regarding CCAA issues;
07/09/2010	5.30	Cliff Prophet	Draft plan of arrangement; meeting regarding same;
08/09/2010	2.60	Cliff Prophet	Attend to plan of arrangement; telephone conversations regarding Mackie payout;
10/09/2010	0.10	Frank D. Lamie	Correspondence to C. Romaniuk;
10/09/2010	1.10	Cliff Prophet	Attend at Court to schedule settlement hearing;
13/09/2010	0.40	Cliff Prophet	Telephone call from Monitor;
14/09/2010	5.60	Cliff Prophet	Prepare motion materials for approval of Foscarini Mackie settlement;
15/09/2010	2.50	Cliff Prophet	Preparation for and attendance in Court;
16/09/2010	3.10	Cliff Prophet	Preparation for and attendance in Court on various matters in the restructuring, including Mackie settlement;
17/09/2010	0.30	Cliff Prophet	Attend to plan of arrangement; arrangements for Mackie payout;
20/09/2010	0.20	Cliff Prophet	Dealings with representative counsel;
21/09/2010	0.20	Cliff Prophet	Telephone call to client;
22/09/2010	0.80	Cliff Prophet	Attend to plan of arrangement;
23/09/2010	5.60	Frank D. Lamie	Correspondence with C. Prophet; meeting with C. Prophet; attendance in Court before Justice Cumming; attendance to J. McVay written submissions; reporting correspondence to C. Prophet; meeting with C. Prophet; telephone conversation with S. Aggarwal; correspondence from S. Aggarwal; correspondence to C. Prophet; review endorsement and draft Order; detailed correspondence from A.J. Page and S. Sobol regarding purported lease assignments; review assignment agreement; correspondence to C. Prophet; correspondence to service list; draft notice of motion, Order and affidavit; attendance to motion record; correspondence and enclosure to A.J. Page; attendance to Order and Endorsement of Justice Cumming;

terms: due upon receipt  
interest at the rate of 0.8% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded

Date	Hours	Timekeeper	Description
24/09/2010	1.80	Frank D. Lamie	Correspondence from J. Grout; telephone conversation with and instructions from C. Prophet; telephone conversation with J. Grout; Meeting with C. Prophet; draft motion materials; correspondence from S. Aggarwal; review draft eighth report of the Monitor;
27/09/2010	4.50	Frank D. Lamie	Various correspondence from A.J. Page, C. Prophet and J. Grout; instructions to F. Guerrieri; meeting with C. Prophet; review revised eighth report of the Monitor; meeting with C. Prophet; telephone conversation with M. Boutet; correspondence to M. Boutet; correspondence from M. Boutet; correspondence from K. McKinnon; correspondence from J. Grout; correspondence from C. Prophet; correspondence from A.J. Page;
27/09/2010	3.00	Cliff Prophet	Telephone conversation with M. Boutet; e-mails with Monitor and counsel; review of eighth report; review of motion materials in support of Stay Extension;
28/09/2010	5.20	Frank D. Lamie	Meeting with A.J. Page, J. Grout, A. Shephard and C. Prophet; review and revise motion materials; correspondence to service list; telephone call to S. Sobol; review Monitor's eighth report; telephone conversation with C. Prophet; correspondence to A.J. Page and J. Grout;
28/09/2010	1.90	Cliff Prophet	Attend meeting with Monitor and counsel;
29/09/2010	0.40	Frank D. Lamie	Meeting with and instructions to A. Sullivan; further instructions and correspondence to A. Sullivan; correspondence from J. Grout; correspondence from C. Prophet;
29/09/2010	1.50	Cliff Prophet	Attend with D. Jones regarding plan of arrangement;
30/09/2010	2.10	Frank D. Lamie	Telephone conversation with C. Prophet; meeting with C. Prophet; correspondence from A.J. Page; correspondence from C. Prophet; conference call with J. Grout, A.J. Page and C. Prophet; instructions to A. Sullivan; correspondence to A. Sullivan; correspondence from J. Grout; various materials to C. Prophet; revise Order; review Court materials and exhibits;
30/09/2010	1.60	Cliff Prophet	Preparation of court materials and Order; telephone conversation with D. Jones; telephone conversation with Monitor and counsel;

**Total Fees for Professional Services**

**\$36,342.00**

**DISBURSEMENTS**

**Taxable Costs**

Copying	\$132.50
Scanning Service	\$24.00
Courier - FedEx	\$8.43

terms: due upon receipt

Interest at the rate of 0.8% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded

October 8, 2010  
INVOICE: 17085204

**Total Taxable Disbursements**

**\$164.93**

October 8, 2010  
INVOICE: 17085204

## Remittance Copy

Client: 167533 Nelson Financial Group Ltd.  
Matter: T979587  
RE: Restructuring  
Amount Due: \$41,252.83

---

### PAYMENT BY CHEQUE:

Please return this page with your payment payable to **Gowling Lafleur Henderson LLP**

Remit to: Gowling Lafleur Henderson LLP  
1 First Canadian Place  
Suite 1600  
100 King Street W  
Toronto, ON M5X 1G5  
Canada

### PAYMENT BY WIRE TRANSFER:

Pay by Swift MT 103 Direct to:

SWIFTCODE: CIBCCATT

BENEFICIARY BANK:

Canadian Imperial Bank of Commerce  
Main Branch, Commerce Court, Toronto, ON  
M5L 1G9

TRANSIT NUMBER:

0010-00002

BENEFICIARY ACCOUNT NAME:

Gowling Lafleur Henderson LLP  
Suite 1600, 1 First Canadian Place, Toronto, ON  
M5X 1G5

BENEFICIARY ACCOUNT NUMBER(S):

CDN Account: 38-51311  
USD Account: 03-54112

**International payments intermediary banking information:**

USD BOFAUS3N (ABA 026009593)

\* if paying by wire or EFT please e-mail the remittance details to [payments.toronto@gowlings.com](mailto:payments.toronto@gowlings.com)



montréal • ottawa • toronto • hamilton • waterloo region • calgary • vancouver • moscow • london

Nelson Financial Group Ltd.  
ATTN: Mr. Marc Boutet  
President  
900 Dillingham Road  
Pickering ON L1W 1Z6

November 4, 2010  
INVOICE: 17104012

Our Matter: T979587 / 167533  
RE: Restructuring

**TO OUR FEE:**

Fees for Professional Services	\$33,226.50
HST on Fees	4,319.45
<b>Total Fees and Taxes</b>	<b>37,545.95</b>

**DISBURSEMENTS:**

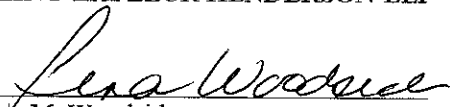
Disbursements (Taxable)	3,708.34
Disbursements (Non-Taxable)	254.00
HST on Disbursements	482.09
<b>Total Disbursements and Taxes</b>	<b>4,444.43</b>

**TOTAL INVOICE BALANCE:**

Total for this Invoice	41,990.38
[ Total HST: \$4,801.54 ]	
<b>Please remit total invoice balance due:</b>	<b>In Canadian Dollars</b>
	<b><u>\$41,990.38</u></b>

**GOWLING LAFLEUR HENDERSON LLP**

PER

  
Tina M. Woodside

terms: due upon receipt  
interest at the rate of 1.0% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded  
GST/HST: 11936 4511 RT

November 4, 2010  
INVOICE: 17104012

Nelson Financial Group Ltd.  
Our Matter: T979587  
Restructuring

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter for the period ending October 31, 2010 including:

Date	Hours	Timekeeper	Description
01/10/2010	0.40	Frank D. Lamie	Revise Order; meet with C. Prophet;
01/10/2010	3.20	Cliff Prophet	Attend with Monitor regarding plan; attend with representative counsel;
03/10/2010	0.10	Frank D. Lamie	Correspondence and enclosures from C. Prophet;
04/10/2010	0.10	Frank D. Lamie	Correspondence and enclosure from A.J. Page;
05/10/2010	3.20	Cliff Prophet	Attend with M. Boutet and S. Lockman Sobol regarding changes to restructuring (meeting at their offices in Pickering);
06/10/2010	2.80	Cliff Prophet	Meet with representative counsel;
12/10/2010	0.60	Cliff Prophet	Attend with Monitor and counsel;
13/10/2010	0.50	Frank D. Lamie	Correspondence from A.J. Page; correspondence from A. Van Winsson; detailed correspondence from R. Jones;
13/10/2010	3.00	Cliff Prophet	Attend with M. Boutet to obtain instructions; attend with counsel for Monitor on the telephone;
14/10/2010	2.80	Frank D. Lamie	Correspondence and enclosure from C. Van Winsson; correspondence from S. Aggarwal; review second supplement to seventh report; review affidavit of C. Styles; review C. Styles arguments and authorities;
14/10/2010	2.00	Cliff Prophet	Draft settlement terms regarding change of control of company;
15/10/2010	1.30	Frank D. Lamie	Meet with C. Prophet; conference call with S. Sobol and C. Prophet regarding settlement terms; revisions to draft settlement terms; telephone conversation with J. Grout; correspondence and enclosures to J. Grout; meet with A. Sullivan; review materials in preparation for Court; instructions to A. Sullivan; meet with and instructions from C. Prophet regarding hearing; instructions to A. Sullivan; correspondence with S. Sobol;
17/10/2010	2.10	Frank D. Lamie	Correspondence from H. Van Winssen; review material in preparation for Court hearing;
18/10/2010	7.80	Frank D. Lamie	Correspondence and instructions from C. Prophet; correspondence to C. Prophet; meet with and instructions from C. Prophet; preparation for and attendance at Court hearing before Madam Justice Pepall; meeting at TGF with R. Jones, D. Turner, J. Grout, A.J. Page and S. Aggarwal;
18/10/2010	0.70	Cliff Prophet	Telephone conversation with M. Boutet; attend meeting with representative counsel;
19/10/2010	8.30	Frank D. Lamie	Preparation for and attendance at Court hearing before Madam Justice Pepall; meet with C. Prophet; meet with R. Jones, D.

terms: due upon receipt  
interest at the rate of 1.0% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded

November 4, 2010  
INVOICE: 17104012

Date	Hours	Timekeeper	Description
			Turner, J. Grout, S. Aggarwal, A.J. Page and C. Prophet; correspondence and enclosures to R. Jones and D. Turner; meet with and instructions from C. Prophet; telephone conversation with K. McKinnon;
19/10/2010	1.00	Cliff Prophet	Attend meeting with representative counsel and Monitor; discussion with K. McKinnon;
20/10/2010	1.30	Frank D. Lamie	Correspondence from C. Delaney; correspondence to C. Delaney; correspondence and instructions to A. Sullivan; meet with and instructions to A. Sullivan; correspondence from K. McKinnon; correspondence from P. Foy; conference call with C. Prophet and K. McKinnon; research instructions to S. Randhawa; meet with C. Prophet; telephone conversation with and further instructions to S. Randhawa;
20/10/2010	0.20	Michael Lay	Engaged in searching the title of 900 Dillingham Road, Pickering to confirm ownership;
20/10/2010	1.40	Cliff Prophet	Meet with representative counsel;
21/10/2010	2.90	Frank D. Lamie	Further instructions to S. Randhawa; review correspondence and enclosure from S. Randhawa; telephone conversation with S. Aggarwal; conference call with C. Prophet; detailed correspondence and enclosures to C. Prophet and K. McKinnon; various correspondence from K. McKinnon; review minute books and share certificates; correspondence and enclosures to A.J. Page and C. Delaney; further correspondence with K. McKinnon; correspondence from S. Aggarwal; telephone conversation with S. Aggarwal;
22/10/2010	0.50	Frank D. Lamie	Correspondence with C. Delaney; telephone conversation with C. Chapman; correspondence with A.J. Page; correspondence with C. Delaney; telephone conversation with C. Prophet; correspondence and enclosures to C. Prophet;
22/10/2010	4.10	Cliff Prophet	Prepare for and meet with OSC; instructions from client; revisions to settlement document;
24/10/2010	0.40	Frank D. Lamie	Attendance to review correspondence and enclosures from C. Prophet together with blacklines;
25/10/2010	1.60	Frank D. Lamie	Correspondence and comments from D. Turner; [REDACTED] correspondence from D. Turner; correspondence from S. Aggarwal; [REDACTED] correspondence from C. Prophet regarding heads of agreement; [REDACTED]
25/10/2010	2.60	Cliff Prophet	Revisions to settlement proposal to OSC; e-mail to representative counsel; telephone conversations with representative counsel and Monitor;
25/10/2010	0.30	Robin Walker	[REDACTED]

November 4, 2010  
INVOICE: 17104012

Date	Hours	Timekeeper	Description
26/10/2010	4.10	Frank D. Lamie	Correspondence and instructions from C. Prophet; review request for information; various correspondence from C. Prophet and K. McKinnon; telephone conversation with S. Sobol; meet with A.J. Page and S. Aggarwal; meet with C. Prophet; conference call with C. Prophet and S. Aggarwal; conference call with S. Aggarwal; correspondence to S. Aggarwal; telephone conversation with S. Sobol; detailed correspondence to S. Sobol;
26/10/2010	0.60	Cliff Prophet	Attending with Monitor's counsel;
27/10/2010	0.90	Frank D. Lamie	Draft detailed materials for C. Prophet; review balance sheets and profit and loss statements; meet with C. Prophet; review detailed correspondence and enclosures from S. Sobol; correspondence with and instructions from C. Prophet; various correspondence with C. Prophet; compile various information; correspondence to J. Misurec; correspondence and review enclosure from J. Misurec;
27/10/2010	0.50	Jean Misurec	Conducting corporate searches regarding Nelson Mortgage Group Inc.;
27/10/2010	0.40	Cliff Prophet	Discussion with client regarding information concerning Nelson Mortgage, as requested by OSC;
28/10/2010	1.90	Frank D. Lamie	Correspondence from A.J. Page; telephone conversation with S. Sobol; correspondence and enclosures from S. Randhawa; conference call with S. Sobol; review correspondence and enclosure from C. Prophet; research case law and review relevant decisions; correspondence, enclosure and instructions to S. Randhawa; telephone conversation with and further instructions to S. Randhawa; meet with K. McKinnon; telephone conversation with and instructions from C. Prophet; telephone conversation with S. Aggarwal; correspondence and enclosures to J. Grout;
28/10/2010	1.80	Cliff Prophet	Review of revised heads of agreement; telephone conversation with Monitor regarding new approach to governance after removal of Boutet;
29/10/2010	1.20	Frank D. Lamie	Review correspondence and enclosures from S. Aggarwal; review case law; detailed correspondence and enclosures to K. McKinnon and C. Prophet; telephone conversation with J. Grout; meet with C. Prophet;

**Total Fees for Professional Services**

**\$33,226.50**

## DISBURSEMENTS

### Non-Taxable Costs

26/09/2010	Court Filing Fees - Non Taxable	\$127.00
	VENDOR: Reliable Process Servers Inc.; INVOICE#: 44063;	
	DATE: 09/26/2010 - T979587; Sept. 15/10 Court filing fee; C.	

terms: due upon receipt

interest at the rate of 1.0% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded



November 4, 2010  
INVOICE: 17104012

	Prophet	
30/09/2010	Court Filing Fees - Non Taxable VENDOR: Reliable Process Servers Inc.; INVOICE#: 44171; DATE: 09/30/2010 - T979587; Court filing fee; C. Prophet	\$127.00
	<b>Total Non-Taxable Disbursements</b>	<b><u>\$254.00</u></b>
<b>Taxable Costs</b>		
	Copying	\$388.25
	Scanning Service	\$6.25
	Fax Charges	\$0.75
	Binding	\$109.60
	Office Supplies & Corporate Records	\$9.99
	TeraView (Ontario) Online Searches & Registration - Taxable	\$33.00
	WestlaweCarswell	\$21.00
24/08/2010	Transcript Fees VENDOR: Network Reporting & Mediation; INVOICE#: 15316; DATE: 08/24/2010 - T979587 - CCAA - Examination and Transcript of Marc Boutet - C. Prophet	\$1,918.75
24/08/2010	Transcript Fees VENDOR: Network Reporting & Mediation; INVOICE#: 15552; DATE: 08/24/2010 - T979587 - CCAA - Transcript of Lisa Mackie - C. Prophet	\$146.50
31/08/2010	Transcript Fees VENDOR: Network Reporting & Mediation; INVOICE#: 16228; DATE: 08/31/2010 - T979587 - CCAA - Examination and Transcript fees of Lisa Mackie - C. Prophet	\$790.25
26/09/2010	Process Servers VENDOR: Reliable Process Servers Inc.; INVOICE#: 44063; DATE: 09/26/2010 - T979587; Sept. 15/10; Commercial Court filing, Motion record, Fifth report & Supplemental 5th report; C. Prophet	\$103.00
30/09/2010	Process Servers VENDOR: Reliable Process Servers Inc.; INVOICE#: 44171; DATE: 09/30/2010 - T979587; Urgent rush, Commercial Court filing - Motion record; C. Prophet	\$103.00
16/10/2010	Process Servers VENDOR: Reliable Process Servers Inc.; INVOICE#: 44258; DATE: 10/16/2010 - T979587; Urgent rush; Commercial Court Filing - Order; C. Prophet	\$78.00
	<b>Total Taxable Disbursements</b>	<b><u>\$3,708.34</u></b>



November 4, 2010  
INVOICE: 17104012

## Remittance Copy

Client: 167533 Nelson Financial Group Ltd.  
Matter: T979587  
RE: Restructuring  
Amount Due: \$41,990.38

---

### PAYMENT BY CHEQUE:

Please return this page with your payment payable to **Gowling Lafleur Henderson LLP**

Remit to: Gowling Lafleur Henderson LLP  
1 First Canadian Place  
Suite 1600  
100 King Street W.  
Toronto, ON M5X 1G5  
Canada

### PAYMENT BY WIRE TRANSFER:

Pay by Swift MT 103 Direct to:

SWIFTCODE: CIBCCATT

BENEFICIARY BANK:

Canadian Imperial Bank of Commerce  
Main Branch, Commerce Court, Toronto, ON  
M5L 1G9

TRANSIT NUMBER:

0010-00002

BENEFICIARY ACCOUNT NAME:

Gowling Lafleur Henderson LLP  
Suite 1600, 1 First Canadian Place, Toronto, ON  
M5X 1G5

BENEFICIARY ACCOUNT NUMBER(S):

CDN Account: 38-51311  
USD Account: 03-54112

### International payments intermediary banking information:

USD BOFAUS3N (ABA 026009593)

\* if paying by wire or EFT please e-mail the remittance details to [payments.toronto@gowlings.com](mailto:payments.toronto@gowlings.com)

terms: due upon receipt  
interest at the rate of 1.0% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded



montréal • ottawa • toronto • hamilton • waterloo region • calgary • vancouver • moscow • london

Nelson Financial Group Ltd.  
ATTN: Mr. Marc Boutet  
President  
900 Dillingham Road  
Pickering ON L1W 1Z6

November 15, 2010  
INVOICE: 17110753

Our Matter: T979587 / 167533  
RE: Restructuring

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**TO OUR FEE:**

Fees for Professional Services	\$12,786.50
HST on Fees	1,662.25
<b>Total Fees and Taxes</b>	<b>14,448.75</b>

**DISBURSEMENTS:**

Disbursements (Taxable)	105.25
HST on Disbursements	13.68
<b>Total Disbursements and Taxes</b>	<b>118.93</b>

**TOTAL INVOICE BALANCE:**

Total for this Invoice	14,567.68
[ Total HST: \$1,675.93 ]	
<b>Please remit total invoice balance due:</b>	<b>In Canadian Dollars</b>
	<b><u>\$14,567.68</u></b>

**GOWLING LAFLEUR HENDERSON LLP**

PER

  
Tina M. Woodside

terms: due upon receipt  
interest at the rate of 1.0% per annum will be charged on all amounts not paid within one month from the date of this invoice

errors and omissions excluded  
GST/HST: 11936 4511 RT

Gowling Lafleur Henderson LLP • Lawyers • Patent and Trade-mark Agents

1 First Canadian Place • 100 King Street West • Suite 1600 • Toronto • Ontario • M5X 1G5 • Canada • T 416-862-7525 • F 416-862-7661 • [gowlings.com](http://gowlings.com)

page 1 of 4

November 15, 2010  
INVOICE: 17110753

**Nelson Financial Group Ltd.**  
**Our Matter: T979587**  
**Restructuring**

**TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter for the period ending November 12, 2010 including:**

<b>Date</b>	<b>Hours</b>	<b>Timekeeper</b>	<b>Description</b>
01/11/2010	1.40	Cliff Prophet	Telephone conversations with client and with Monitor regarding resolution;
02/11/2010	1.40	Cliff Prophet	Attendance to arrangements with OSC; reply to representative counsel;
04/11/2010	2.00	Cliff Prophet	Telephone conversation with P. Foy; telephone conversations with clients regarding OSC position; discussions with Monitor's counsel;
05/11/2010	1.10	Cliff Prophet	Attend with K. McKinnon regarding issues with OSC;
08/11/2010	1.70	Cliff Prophet	Telephone conversations with counsel to Monitor; telephone conversation with counsel to noteholders; consult with K. McKinnon; review informal proposal of OSC; e-mails to client;
09/11/2010	2.30	Frank D. Lamie	Correspondence from C. Prophet, K. McKinnon and P. Foy; attendance to research; correspondence with K. McKinnon and C. Prophet; review disclosure; attendance to various meetings with C. Prophet;
09/11/2010	0.60	Cliff Prophet	Telephone conversations with Monitor's counsel; consultation with K. McKinnon regarding OSC matters; review e-mail from OSC counsel;
09/11/2010	1.90	Cliff Prophet	Telephone conversation with D. Turner; telephone conversation with M. Boutet, S. Lockman and K. McKinnon;
10/11/2010	3.40	Cliff Prophet	Negotiations and discussions with representative counsel for noteholders regarding change of control and heads of agreement; discussions with counsel to Monitor;
11/11/2010	2.60	Cliff Prophet	Discussions with D. Turner regarding heads of agreement; confer with client regarding same; discussions with Monitor regarding heads of agreement; preparation for attendance in Court regarding same;
12/11/2010	1.00	Cliff Prophet	Attend in Court regarding scheduling motion regarding heads of agreement;

**Total Fees for Professional Services**

**\$12,786.50**

**DISBURSEMENTS**

**Taxable Costs**

Copying

**\$0.25**

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November 15, 2010  
INVOICE: 17110753

Scanning Service	\$8.00
Corporate Searches - Taxable	\$31.00
WestlaweCarswell	\$66.00
<b>Total Taxable Disbursements</b>	<b><u>\$105.25</u></b>

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November 15, 2010  
INVOICE: 17110753

## Remittance Copy

Client: 167533 Nelson Financial Group Ltd.  
Matter: T979587  
RE: Restructuring  
Amount Due: \$14,567.68

---

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Remit to: Gowling Lafleur Henderson LLP  
1 First Canadian Place  
Suite 1600  
100 King Street W  
Toronto, ON M5X 1G5  
Canada

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Pay by Swift MT 103 Direct to:

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BENEFICIARY ACCOUNT NUMBER(S):

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USD BOFAUS3N (ABA 026009593)

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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. (the "Applicant")

Applicant

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
(PROCEEDING COMMENCED AT TORONTO)

**AFFIDAVIT OF TINA M. WOODSIDE**  
(Sworn November 17, 2010)

Gowling Lafleur Henderson LLP  
Barristers and Solicitors  
1 First Canadian Place  
100 King Street West, Suite 1600  
TORONTO, Ontario  
M5X 1G5

Clifton P. Prophet / Frank Lamie  
LSUC No.: 34345K / 54035S

Telephone: (416) 369-7399 / (416) 862-3609  
Facsimile: (416) 862-7661

**Solicitors for Nelson Financial Ltd.**