ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

THE HONOURABLE MADAM)	THURSDAY, THE 16th
JUSTICE PEPALL)	DAY OF SEPTEMBER, 2010

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

ORDER

THIS MOTION made by the Applicant, Nelson Financial Group Ltd. ("Nelson Financial"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, for an Order, *inter alia*:

- (a) abridging and validating the time for service of the Affidavit of Marc Boutet sworn September 15, 2010, so that this motion is properly returnable today and dispensing with further service thereof; and,
- (b) approving a certain settlement with and payment to Foscarini Mackie Holdings Inc. ("Foscarini Mackie"), in full and final satisfaction of the claims of Foscarini Mackie under security held over certain of the assets of Nelson Financial (the "Foscarini Mackie Security"),

was heard this day at 330 University Avenue, Toronto, Ontario.

UPON READING the material filed, including the Notice of Motion dated July 21, 2010, the Fifth Report, the Supplemental to the Fifth Report, the Affidavit of Marc Boutet sworn July 21, 2010, and the Affidavit of Marc Boutet sworn September 15, 2010 and upon hearing the submissions of counsel for Nelson Financial, counsel for the Monitor, representative counsel for the holders of promissory notes issued by Nelson Financial (the "Representative Counsel") and special counsel to the Representative Counsel, counsel for Foscarini Mackie Holdings Inc., Lisa Mackie and Glenn Mackie, no one else appearing although duly and properly served,

SWO

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Affidavit of Marc Boutet sworn September 15, 2010 is hereby abridged and validated such that this Motion is properly returnable today and hereby dispenses with further service thereof.

FOSCARINI MACKIE SECURITY

- 2. **THIS COURT ORDERS** that the settlement arrangements for the payment by Nelson Financial of amounts claimed by Foscarini Mackie under the Foscarini Mackie Security, as documented by the correspondence attached as **Exhibit "D"** to the Affidavit of Mark Boutet sworn September 15, 2010, are hereby approved.
- 3. THIS COURT ORDERS that Nelson Financial is hereby authorized and directed to pay \$696,775.43 to Foscarini Mackie Holdings Inc., in full and final settlement of the claims of Foscarini Mackie under the Foscarini Mackie Security and in consideration of the release to be granted by Forscarini Mackie in favour of Nelson Financial and others.

ENTERED AT / INSCRIT À TORONTO ON / BOOK NO:

LE / DANS LE REGISTRE NO.:

SEP 16 2010

PER / DAR-

Court File No. 10-8630-00CL TORS ARRANGEMENT ACT, R.S.C., 1985 c. C-36, AS AMENDED OMISE OR ARRANGEMENT OF NELSON FINANCIAL GROUP LTD.	Applicant	ONTARIO SUPERIOR COURT OF JUSTICE (PROCEEDING COMMENCED AT TORONTO)	ORDER	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) 862-3509 / (416) 862-3609 Facsimile: (416) 862-7661	SOLICITORS FOR THE APPLICANT	
Court File No. 10-8630-00C IN THE MATTER OF THE <i>COMPANIES' CREDITORS ARRANGEMENT ACT</i> , 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.								

Nelson Financial Group Ltd. Unofficial Transcription of the Endorsement of Madam Justice Pepall							
September 16, 2010							
I am satisfied that the order requested should be granted. The proposed settlement is fair and reasonable and I am also satisfied as to the entitlement of Foscarini Mackie Holdings Inc.							
Madam Jus	tice Pepall						

Court File No.: 10-8630-00CL

SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST) ONTARIO

Applicant

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

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

而(BROCEEDING COMMENCED AT TORONTO)

ार्ट्र/ह(Returnable July 27, 2010) MOTION RECORD

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