

Exhibit "K"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Seema Aggarwal

From: Richard Jones [richard.jones@sympatico.ca]
Sent: December 14, 2010 5:46 PM
To: Seema Aggarwal
Cc: James Grout; Douglas Turner, Q.C.; A. John Page
Subject: Re: Nelson Financial

Categories: Red Category

Dear Seema:

To answer your first question, I am raising this issue because that is my duty to the persons who instruct me unless I am satisfied that the complaint that they wish to advance is unfounded. That is not the case here. The November account was seen for the first time on December 10 when it was sent by John Page to Sherry Townsend at Nelson Financial who then forwarded it to counsel. The noteholders have analysed the account and they are very annoyed.

Once Mr Boutet accepted the Heads of Agreement on November 11, the conduct of this restructuring became the task of the creditors. Certainly you had to appear on the Representative Counsel's motion seeking Court approval of Mr. Boutet's replacement by the IOO. You then chose to expand the proceedings with a cross motion seeking approval of the Monitor's, Monitor's counsel's and the Applicant's counsel's fees. The omission of the Representative Counsel was noted but we played catch up. Then instead of winding down and diminishing the activity on the file, as Mr. Grout did by reducing his time expended by 57%, you increased your time by 58% to a record 117.1 hours. The noteholders are aware that the Representative Counsel dealt with Mr. Boutet and his counsel to advance the approval on November 22 and the subsequent drafting of the implementation documents as well as pursuing the execution of those. It also assisted the IOO in the transition of management functions and the review of important outstanding such as the claims against Lendcare and the use of the company's facilities, staff and property by other corporations owned by Mr. Boutet. Those matters were not addressed by you.

There was an expectation that the accounts for November would be substantially lower. There is a perception that the Monitor's counsel could not be expected to contribute value to the creditors of Nelson Financial once Mr. Boutet's departure was assured. However, your account seems to include work that will not be of any utility to the creditors including your exploration of the law on compromising claims against directors and third party releases as part of a plan. Beyond the s5.1 releases, neither of these will be part of any likely plan. In fact, much of the time billed seems to have been related to the fee claims of the Monitor and your firm. I suggest that you and the Monitor should respond in a conciliatory manner to the IOO.

Yours truly

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.
Business Counsel at Law
100 Yonge Street, Suite 1201
Toronto, Ontario
Canada M5C 2W1

Office: (416) 863-0576
Office Fax: (416) 863-0092
Mobile: (416) 508-6009
Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

On 2010-12-14, at 4:08 PM, Seema Aggarwal wrote:

Dick,

With respect, we do not understand why you are raising this issue. The settlement that was reached on Thursday was with respect to the Monitor's and TGF's fees for July, August, September, October and November. This is explicitly reflected at pages 1 and 2 of Her Honour's endorsement where she provides: "Secondly, subject to my review of the Monitor's Oct + Nov accounts + those of Thornton Grout for the same period, there will be a reduction of \$92,423.73 inclusive of HST with respect to the Monitor's accounts" (pg. 1) and "Next, the fees of Thornton Grout for July, Aug + Sept are approved. The Rep Counsel consents to approval of the Oct + Nov fees." (pg. 2).

In Court, we had agreed that I would attend at a 9:30 a.m. chambers appointment (since I have the lowest billing rate) with the Monitor's and TGF's fee affidavits for October and November (so that Her Honour could review and be satisfied with them) and a consent order with approval of the Monitor's and TGF's fees from July 1 to November 30. We had raised but not settled the issue of the Monitor's and TGF's fees for the month of December, which we all decided would be dealt with at a later date and which we would be pleased to discuss with you at the relevant time.

Please let us know your thoughts.

Sincerely,

<image001.jpg>

Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

From: Richard Jones [mailto:richard.jones@sympatico.ca]
Sent: December 14, 2010 2:57 PM
To: Seema Aggarwal
Cc: James Grout; Douglas Turner, Q.C.
Subject: Re: Nelson Financial

Dear Seema:

There seems to be a fundamental disconnect here. No affidavit of Jim's of December 8, 2010 has been served on me. The approval of the TGF accounts post-September was expected to be uncontentious and was to be dealt with on a consent basis after Doug Turner and I had received and reviewed the accounts. The October account had been received by Nelson Financial before the motion but the November account was not delivered to them until December 10. It was then forwarded to Doug Turner and me. In fact the account as presented takes me considerably by surprise. During November, even with the issues involved in settling the management change order of November 22, the drafting of implementation documentation and pursuing Mr. Prophet and his client while commencing work on the plan of arrangement and responding to the IOO's immediate concerns, I only docketed 87.8 hours as compared with your 117.1 hours. I also note the time spent on issues that were by then beyond the Monitor's competence such as director's and third party releases in possible future CCAA plans for Nelson Financial. I understand that the IOO has asked that you review the account and make adjustments. You should do so.

On the form of the draft order, please find a track changes copy which reflects my comments and corrections that occur to me on a quick review. I look forward to seeing an amended draft of the order in due course and I will attend on a 9:30 with Justice Pepall when it is settled.

Yours truly

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.
Business Counsel at Law
100 Yonge Street, Suite 1201
Toronto, Ontario
Canada M5C 2W1

Office: (416) 863-0576
Office Fax: (416) 863-0092
Mobile: (416) 508-6009
Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

Seema Aggarwal

From: Seema Aggarwal
Sent: December 14, 2010 10:24 AM
To: 'Richard Jones'; A. John Page
Cc: doug turner; James Grout; Sherry Townsend
Subject: RE: Nelson Financial
Attachments: Draft Order (Draft - Dec 14 10).DOC

Dick,

Attached, please find a draft Order in respect of Thursday's motion. Please note that, with respect to the Monitor's role, the attached Order was drafted with the intention of maintaining the restriction on the Monitor's duties. Also, in Court on Thursday, it was mentioned that the IOO and Rep Counsel may want the Monitor's preference review. Accordingly, we have included a provision allowing the Monitor to complete and provide its review. Please let us know if you have any concerns.

We understand that Sherry sent John an email on Saturday requesting that TGF review and resubmit its November account. Given that the matter of TGF's November account was settled in Court on Thursday, we will not be responding to Sherry's email. In addition, given that your discussions regarding our costs for the motion and preparation of the Eleventh Report were with Jim Grout, he will be responding to that portion of your email below.

Please review the attached draft Order and provide your comments.

Sincerely,



Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

From: Richard Jones [<mailto:richard.jones@sympatico.ca>]
Sent: December 10, 2010 12:26 PM
To: A. John Page
Cc: Seema Aggarwal; doug turner; James Grout; Sherry Townsend
Subject: Re: Nelson Financial

Dear John:

Doug and I agree that the deal was 15% reduction plus HST and that what you have below is correct. Clearly you need a new HST calculator! I suggest that Seema be authorized to speak to Justice Pepall in chambers to explain the calculation error that you made yesterday. She has our authority to confirm that the figure in the endorsement should have been \$90,816.46. I do remind you and TGF that no costs for time spent on the fee approval motion are to be billed to Nelson Financial. It is our understanding that includes the Eleventh Report.

Regards

Dick

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.
Business Counsel at Law
100 Yonge Street, Suite 1201
Toronto, Ontario
Canada M5C 2W1

Office: (416) 863-0576
Office Fax: (416) 863-0092
Mobile: (416) 508-6009
Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

On 2010-12-10, at 8:26 AM, A. John Page wrote:

I am in the process of preparing the credit note to reflect the 15% discount agreed yesterday.

I note a clerical error in our calculation of the HST included balance

The net fees for the monitor for the 5 months from July to November were \$535,789.76

15% of that balance is \$80,368.46

HST on that discount is \$10,447.90

The Gross discount is therefore \$90,816.36

We incorrectly advised Madam Justice Pepall that the gross balance was \$92,423.73.

Hopefully this can be corrected without too much trouble.

Regards

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

Telephone: 416-364-4894
Fax: 416-364-4869
Email: ajpage@ajohnpage.com
www.ajohnpage.com

The material contained in this transmission is intended for the person or entity indicated above. It may contain information that is confidential or otherwise protected from disclosure. Any review, dissemination or use of the contents of this transmission by anyone other than the addressee is strictly prohibited. If you receive this transmission in error, please permanently delete the transmission, including any attachments, without making a copy and notify us immediately at mail@ajohnpage.com so that we may correct our records.

Thank you



Exhibit "L"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011



Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

Canadian Pacific Tower
Toronto-Dominion Centre
100 Wellington Street West
Suite 3200, P.O. Box 329
Toronto, ON Canada M5K 1K7
T 416.304.1616 F 416.304.1313

James H. Grout
T: 416-304-0557
E: jgrout@tgf.ca
File No. 1363-001

December 22, 2010

VIA EMAIL

Douglas Turner Professional Corporation
63 Albert Street
Uxbridge, Ontario L9P 1E5

Attention: Douglas Turner, Q.C.

Jones Counsel LLP
Business Counsel at Law
100 Yonge Street, Suite 100
Toronto, ON M5C 2W1

Attention: Richard B. Jones

Dear Counsel:

Re: Nelson Financial Group Ltd. ("Nelson")

We are writing in response to your email of December 14, 2010.

The Representative Counsel, with the approval of the Interim Operating Officer and the Noteholders Committee, consented to the approval of our firm's accounts for July, August, September, October and November 2010, as part of an overall settlement of the motion brought by the Monitor for the approval of its accounts and our firm's accounts. The settlement was reached on Thursday, December 9, 2010. The settlement was approved by Madam Justice Pepall in open court. The settlement was not conditional upon the review of our firm's November account by the Representative Counsel nor the Interim Operating Officer nor the Noteholders Committee. Accordingly, we will not be adjusting our November account as requested by you and the Interim Operating Officer.

We will ascertain Madam Justice Pepall's availability for an attendance to have an Order signed reflecting her endorsement of December 9, 2010. We have previously circulated a draft of this Order.

We have been instructed by the Monitor to advise you that the Monitor is not prepared to continue to act and has instructed us to bring a motion for the following Order:

1. approving the Eleventh Report of the Monitor dated December 8, 2010;
2. approving the Twelfth Report of the Monitor to be filed in support of this motion;
3. approving the conduct of the Monitor throughout these proceedings;

tgf.ca


4. discharging the Monitor;
5. releasing the Monitor; and
6. approving the fees and disbursements of the Monitor and our firm from December 1, 2010 to the date of the discharge including the attendance upon the motion for the discharge.

We trust that you will arrange for a replacement Monitor to be appointed upon the discharge of our client.

Yours very truly,

ThorntonGroutFinnigan LLP



 James H. Grout

JHG*pt

cc: Seema Aggarwal, *Thornton Grout Finnigan LLP*
John Finnigan, *Thornton Grout Finnigan LLP*
John Page, *A. John Page & Associates Inc.*, Court-appointed Monitor

Seema Aggarwal

From: Seema Aggarwal
Sent: December 22, 2010 2:37 PM
To: Douglas Turner, Q.C.; 'Richard Jones'
Cc: James Grout; John Finnigan; A. John Page
Subject: RE: Nelson Financial
Attachments: Letter to Turner and Jones (Dec 22 2010).PDF

Please see the attached correspondence.

Sincerely,



Seema Aggarwal | sagarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

From: Richard Jones [<mailto:richard.jones@sympatico.ca>]
Sent: December 14, 2010 5:46 PM
To: Seema Aggarwal
Cc: James Grout; Douglas Turner, Q.C.; A. John Page
Subject: Re: Nelson Financial

Dear Seema:

To answer your first question, I am raising this issue because that is my duty to the persons who instruct me unless I am satisfied that the complaint that they wish to advance is unfounded. That is not the case here. The November account was seen for the first time on December 10 when it was sent by John Page to Sherry Townsend at Nelson Financial who then forwarded it to counsel. The noteholders have analysed the account and they are very annoyed.

Once Mr Boutet accepted the Heads of Agreement on November 11, the conduct of this restructuring became the task of the creditors. Certainly you had to appear on the Representative Counsel's motion seeking Court approval of Mr. Boutet's replacement by the IOO. You then chose to expand the proceedings with a cross motion seeking approval of the Monitor's, Monitor's counsel's and the Applicant's counsel's fees. The omission of the Representative Counsel was noted but we played catch up. Then instead of winding down and diminishing the activity on the file, as Mr. Grout did by reducing his time expended by 57%, you increased your time by 58% to a record 117.1 hours. The noteholders are aware that the Representative Counsel dealt with Mr. Boutet and his counsel to advance the approval on November 22 and the subsequent drafting of the implementation documents as well as pursuing the execution of those. It also assisted the IOO in the transition of management functions and the review of important outstanding such as the claims against Lendcare and the use of the company's facilities, staff and property by other corporations owned by Mr. Boutet. Those matters were not addressed by you.

There was an expectation that the accounts for November would be substantially lower. There is a perception that the Monitor's counsel could not be expected to contribute value to the creditors of Nelson Financial once Mr. Boutet's departure was assured. However, your account seems to include work that will not be of any utility to the creditors including your exploration of the law on compromising claims against directors and third party releases as part of a plan. Beyond the s5.1 releases, neither of these will be part of any likely plan. In fact, much of the time billed seems to have been related to the fee claims of the Monitor and your firm. I suggest that you and the Monitor should respond in a conciliatory manner to the IOO.

Yours truly

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.
Business Counsel at Law
100 Yonge Street, Suite 1201
Toronto, Ontario
Canada M5C 2W1

Office: (416) 863-0576
Office Fax: (416) 863-0092
Mobile: (416) 508-6009
Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

On 2010-12-14, at 4:08 PM, Seema Aggarwal wrote:

Dick,

With respect, we do not understand why you are raising this issue. The settlement that was reached on Thursday was with respect to the Monitor's and TGF's fees for July, August, September, October and November. This is explicitly reflected at pages 1 and 2 of Her Honour's endorsement where she provides: "Secondly, subject to my review of the Monitor's Oct + Nov accounts + those of Thornton Grout for the same period, there will be a reduction of \$92,423.73 inclusive of HST with respect to the Monitor's accounts" (pg. 1) and "Next, the fees of Thornton Grout for July, Aug + Sept are approved. The Rep Counsel consents to approval of the Oct + Nov fees." (pg. 2).

In Court, we had agreed that I would attend at a 9:30 a.m. chambers appointment (since I have the lowest billing rate) with the Monitor's and TGF's fee affidavits for October and November (so that Her Honour could review and be satisfied with them) and a consent order with approval of the Monitor's and TGF's fees from July 1 to November 30. We had raised but not settled the issue of the Monitor's and TGF's fees for the month of December, which we all decided would be dealt with at a later date and which we would be pleased to discuss with you at the relevant time.

Please let us know your thoughts.

Sincerely,

<image001.jpg>

Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

From: Richard Jones [mailto:richard.jones@sympatico.ca]
Sent: December 14, 2010 2:57 PM
To: Seema Aggarwal
Cc: James Grout; Douglas Turner, Q.C.
Subject: Re: Nelson Financial

Dear Seema:

There seems to be a fundamental disconnect here. No affidavit of Jim's of December 8, 2010 has been served on me. The approval of the TGF accounts post-September was expected to be uncontentious and was to be dealt with on a consent basis after Doug Turner and I had received and reviewed the accounts. The October account had been received by Nelson Financial before the motion but the November account was not delivered to them until December 10. It was then forwarded to Doug Turner and me. In fact the account as presented takes me considerably by surprise. During November, even with the issues involved in settling the management change order of November 22, the drafting of implementation documentation and pursuing Mr. Prophet and his client while commencing work on the plan of arrangement and responding to the IOO's immediate concerns, I only docketed 87.8 hours as compared with your 117.1 hours. I also note the time spent on issues that were by then beyond the Monitor's competence such as director's and third party releases in possible future CCAA plans for Nelson Financial. I understand that the IOO has asked that you review the account and make adjustments. You should do so.

On the form of the draft order, please find a track changes copy which reflects my comments and corrections that occur to me on a quick review. I look forward to seeing an amended draft of the order in due course and I will attend on a 9:30 with Justice Pepall when it is settled.

Yours truly

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.
Business Counsel at Law
100 Yonge Street, Suite 1201

Toronto, Ontario
Canada M5C 2W1

Office: (416) 863-0576
Office Fax: (416) 863-0092
Mobile: (416) 508-6009
Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

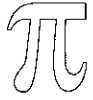


Exhibit "M"

**Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011**

Seema Aggarwal

From: Richard Jones [richard.jones@sympatico.ca]
Sent: January 10, 2011 6:18 PM
To: Seema Aggarwal
Cc: James Grout; A. John Page; Douglas Turner, Q.C.; Sherry Townsend
Subject: Re: Nelson Financial Group Ltd. - Court File No. 10-8630-00CL

Categories: Red Category

Dear Ms. Aggarwal:

I have just seen your email letter of December 22, 2010 for the first time. However, I do confirm that it was attached to the email chain which I downloaded while away at Christmas. I read the email but did not scroll down to your attachment and have only now found it unread on my laptop. I never received any copy which may have been due to the fact that my mailing address is incorrect. Mr Turner has confirmed that he did receive your letter, but, when nothing further was heard about resignation after the holidays, considered that it was an idea that had been abandoned.

Until your email of today, there has been no communication since December 22 from or on behalf of the Monitor respecting his wish to resign. That wish seems inconsistent with his letter of January 3 to which I was preparing Ms. Townsend's response. You should know that she returned to Canada yesterday and I will get her instructions as to whether she wishes to prepare what seems now to be a irrelevant reply. Although, he did not see fit to copy her on the communications, she will also need to know whether there is any purpose to addressing the multiple emails that he has sent to Ms. Sobol today. Similarly, is there now any point in taking steps to reset his access to the Nelson servers which had been secured to halt their use by Mr. Boutet's other companies?

You now indicate that he is firm in his desire to be removed and the noteholders, the Representative Counsel and the Interim Operating Officer accept that decision. Having wasted so much time and costs in removing Mr. Boutet, let us proceed more expeditiously with Mr. Page. With reference to the original retainer agreement of March 12, 2010, between John Page and Nelson Financial, please provide a letter of resignation. I expect to have instructions by the end of the week to proceed to seek the Court's approval of the appointment of a replacement which I expect should be done on consent at a brief attendance next week or as soon as Justice Pepall returns. You will recall that she is away for the week of January 24. Neither the Monitor nor your firm should spend any further professional time on this matter beyond the resignation and your consent to an Order appointing a replacement.

Yours truly

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.
Business Counsel at Law
100 Yonge Street, Suite 1201
Toronto, Ontario
Canada M5C 2W1

Office: (416) 863-0576
Office Fax: (416) 863-0092
Mobile: (416) 508-6009

Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

On 2011-01-10, at 3:45 PM, Seema Aggarwal wrote:

Dick,

With respect to your email below, are you saying that neither you nor Doug received our letter (attached), which we sent to both of you on December 22, 2010? Please check with Doug and confirm.

Sincerely,

<image002.jpg>

Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

From: Richard Jones [<mailto:richard.jones@sympatico.ca>]
Sent: January 10, 2011 3:37 PM
To: Seema Aggarwal
Cc: James Grout; A. John Page; Douglas Turner, Q.C.; Sherry Townsend
Subject: Re: Nelson Financial Group Ltd. - Court File No. 10-8630-00CL

Dear Ms. Agarwall:

I have left a message asking you to call me. Please do.

It is customary on the Commercial List for counsel to consult with each other before seeking to schedule "2-3 hour" motions. Doug Turner and I have not heard from you since the holidays and Ms. Townsend only returned to Canada yesterday. We are not consenting to the scheduling of any motion in this proceeding until we either see material or have a complete understanding of what it is about.

With respect to an order to implement the endorsement of December 9, 2010, we await your draft. I also understand that Ms. Townsend awaits revised accounts for November and December eliminating time charges for the approval of the Monitor's fees and disbursements. I cannot imagine what there might be in the settling of this order that would require a motion at all. The other matter in your proposed motion seems to engage a desire of the Monitor to resign. While that comes as a surprise to me, if that is his wish, please confirm that and I and the Interim Operating Officer will consult and take the appropriate steps to retain a new monitor for the applicant. The Representative Counsel will then bring a motion to have the Court approve the new appointment and the removal of your client. I would anticipate that such will be on consent but clearly the service list must first be advised with proper material.

Yours truly

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.
Business Counsel at Law
100 Yonge Street, Suite 1201
Toronto, Ontario
Canada M5C 2W1

Office: (416) 863-0576
Office Fax: (416) 863-0092
Mobile: (416) 508-6009
Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

On 2011-01-10, at 2:21 PM, Seema Aggarwal wrote:

Dear Christina,

As you are aware, we are counsel to A. John Page & Associates Inc., in its capacity as the Court-appointed Monitor in the above-referenced matter. We understand that the Honourable Madam Justice Pepall has remained seized of this matter.

Further to our discussion this afternoon, the Monitor would like to schedule a 2-3 hour motion with Her Honour to settle the terms of an Order in accordance with Her Honour's Endorsement of December 9, 2010 Order and for an Order replacing the Monitor. Please let us know what days Her Honour would be available, if any, during the week of January 24 and then from February 8 onwards.

Sincerely,

<image003.jpg>

Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

<Letter to Turner and Jones (Dec 22 2010).PDF>

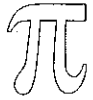


Exhibit "N"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Nelson Financial Group Ltd.

Interim Report of Representative Counsel to Noteholders

January 5, 2011

On November 22, 2010, Justice Peppard confirmed the removal of existing management and the appointment of Sherry Townsend, a Noteholder, as Interim Operating Officer (the "IOO") of the company. As part of the settlement, negotiated for his removal without the risks of costly litigation, Marc Boutet also agreed to surrender all his shares in the company and resign as a director and officer. The overwhelming rejection of Mr. Boutet by the Noteholders through emails, faxes, and letters, was a significant factor in removing him.

The details of the appointment and the Heads of Agreement for Mr. Boutet's removal are found in the reports and orders filed on the Monitor's website.

On December 9, as reported to the Noteholders in the letter of December 10, 2010 from the Noteholders' Committee, the Court approved reductions in the fees of the Monitor and the company's counsel and, importantly, restricted the power of the Monitor by passing additional authority for the management of the company to the Interim Operating Officer.

Ms. Townsend assumed the management of the company although Mr. Boutet did not sign all of his agreed documents until December 13. The IOO, with the approval of the Court in the Order of November 22, has retained consultants to analyze the business of Nelson. The consultants agreed to produce an interim report on December 15, and a second phase report by January 15.

The consultants' interim report on December 15, 2010 confirmed that the consumer finance business model is a viable model, but also confirmed what Representative Counsel, Special Counsel, and the Noteholders' committee members had suspected : the company was not properly managed.

Ms. Townsend has been reorganizing and, together with the consultants, analyzing the company to see what has to be done to put it on a course for profitability for the protection and ultimate recovery of the Noteholders' investments. In addition she has been active in rationalizing the collection of the company's receivables, and pursuing new vendors.

The consultants will be making their second report by January 15, 2011. The IOO and Representative Counsel will then be finalizing a plan of reorganization on behalf of the Noteholders, who will become the shareholders of Nelson. The Monitor's mandate would be ended on implementation of the reorganization.

Mr. Page has now advised that he wants to terminate his role of monitor as soon as possible, even before the plan of reorganization is finalized, which would involve the appointment of a replacement monitor until final approval by the Noteholders. The mechanics of dealing with the change of Monitor and then obtaining the Court's order for submission of a Plan to the Noteholders mean that it is unlikely that the meeting of Noteholders to review and vote on the plan to restructure Nelson Financial Group Ltd. can take place in February.

While it is premature to offer any definitive statements as to the amount of recovery for the Noteholders, there is some hope that the recovery and reorganization of Nelson Financial Group Ltd. as contemplated at present by the IOO may produce a better recovery than that estimated by the Monitor.

Douglas Turner

Representative Counsel for Noteholders.

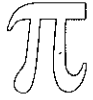


Exhibit "O"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Seema Aggarwal

From: A. John Page [ajpage@ajohnpage.com]
Sent: February 24, 2011 11:00 AM
To: Seema Aggarwal
Subject: Fw: ***Nelson SPAM Protection*** (7.0) Nelson

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

Telephone: 416-364-4894
Fax: 416-364-4869
Email: ajpage@ajohnpage.com
www.ajohnpage.com

The material contained in this transmission is intended for the person or entity indicated above. It may contain information that is confidential or otherwise protected from disclosure. Any review, dissemination or use of the contents of this transmission by anyone other than the addressee is strictly prohibited. If you receive this transmission in error, please permanently delete the transmission, including any attachments, without making a copy and notify us immediately at mail@ajohnpage.com so that we may correct our records.

Thank you
----- Original Message -----
From: A. John Page
To: Sherry Townsend
Sent: Wednesday, February 02, 2011 4:47 PM
Subject: Re: ***Nelson SPAM Protection*** (7.0) Nelson

Sherry

I just checked with Seema at ThorntonGroutFinnigan for her availability as Monitor's counsel also are usually at the creditors meeting.

Unfortunately Seema is not available on the weekend of April 2/3 (neither is Jim Grout but I am thinking that only Seema should attend for cost reasons anyhow).

If you are looking at holding the meeting on a weekend then Seema (and I) are available as follows:

Weekend April 9/10 Yes
Weekend April 16/17 Yes
Weekend April 23/24 (Easter) No
Weekend April 30/May 1 Yes

Do any of these dates work for you?

Regards

John

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

Telephone: 416-364-4894
Fax: 416-364-4869
Email: ajpage@ajohnpage.com
www.ajohnpage.com

The material contained in this transmission is intended for the person or entity indicated above. It may contain information that is confidential or otherwise protected from disclosure. Any review, dissemination or use of the contents of this transmission by anyone other than the addressee is strictly prohibited. If you receive this transmission in error, please permanently delete the transmission, including any attachments, without making a copy and notify us immediately at mail@ajohnpage.com so that we may correct our records.

Thank you

----- Original Message -----

From: [Sherry Townsend](mailto:Sherry_Townsend)
To: 'A. John Page'
Sent: Wednesday, February 02, 2011 3:07 PM
Subject: RE: ***Nelson SPAM Protection*** (7.0) Nelson

Does April 2nd 11-3 work for you, I still need to verify hall is available on this date .

Sherry

From: A. John Page [<mailto:ajpage@ajohnpage.com>]
Sent: February 2, 2011 2:36 PM
To: sherry
Subject: ***Nelson SPAM Protection*** (7.0) Nelson

Sherry

I have just read the reports you forwarded to me, thanks.

I note that you are talking tentatively about a meeting of creditors on Saturday March 26, 2011. I am out of the country at that time. (I leave March 20 and return March 27, 2011). I am assuming that I need to be at that meeting.

Would it be possible for you to amend your tentative meeting date to accommodate me.

Thanks

John

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

Telephone: 416-364-4894
Fax: 416-364-4869
Email: ajpage@ajohnpage.com
www.ajohnpage.com

The material contained in this transmission is intended for the person or entity indicated above. It may contain information that is confidential or otherwise protected from disclosure. Any review, dissemination or use of the contents of this transmission by anyone other than the addressee is strictly prohibited. If you receive this transmission in error, please permanently delete the transmission, including any attachments, without making a copy and notify us immediately at mail@ajohnpage.com so that we may correct our records.

Thank you

Seema Aggarwal

From: A. John Page [ajpage@ajohnpage.com]
Sent: February 24, 2011 11:00 AM
To: Seema Aggarwal
Subject: Fw: ***Nelson SPAM Protection*** (7.0) Nelson

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

Telephone: 416-364-4894
Fax: 416-364-4869
Email: ajpage@ajohnpage.com
www.ajohnpage.com

The material contained in this transmission is intended for the person or entity indicated above. It may contain information that is confidential or otherwise protected from disclosure. Any review, dissemination or use of the contents of this transmission by anyone other than the addressee is strictly prohibited. If you receive this transmission in error, please permanently delete the transmission, including any attachments, without making a copy and notify us immediately at mail@ajohnpage.com so that we may correct our records.

Thank you
----- Original Message -----
From: [A. John Page](#)
To: [Sherry Townsend](#)
Sent: Wednesday, February 02, 2011 4:32 PM
Subject: Re: ***Nelson SPAM Protection*** (7.0) Nelson

Yes

I can be available April 2, 2011

John

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

Telephone: 416-364-4894
Fax: 416-364-4869
Email: ajpage@ajohnpage.com
www.ajohnpage.com

The material contained in this transmission is intended for the person or entity indicated above. It may contain information that is confidential or otherwise protected from disclosure. Any review, dissemination or use of the

contents of this transmission by anyone other than the addressee is strictly prohibited. If you receive this transmission in error, please permanently delete the transmission, including any attachments, without making a copy and notify us immediately at mail@ajohnpage.com so that we may correct our records.

Thank you

----- Original Message -----

From: [Sherry Townsend](#)

To: 'A. John Page'

Sent: Wednesday, February 02, 2011 3:07 PM

Subject: RE: ***Nelson SPAM Protection*** (7.0) Nelson

Does April 2nd 11-3 work for you, I still need to verify hall is available on this date .

Sherry

From: A. John Page [<mailto:ajpage@ajohnpage.com>]

Sent: February 2, 2011 2:36 PM

To: sherry

Subject: ***Nelson SPAM Protection*** (7.0) Nelson

Sherry

I have just read the reports you forwarded to me, thanks.

I note that you are talking tentatively about a meeting of creditors on Saturday March 26, 2011. I am out of the country at that time. (I leave March 20 and return March 27, 2011). I am assuming that I need to be at that meeting.

Would it be possible for you to amend your tentative meeting date to accommodate me.

Thanks

John

John Page

President

A. John Page & Associates Inc.

100 Richmond St. West, Suite 447

Toronto, Ontario, Canada M5H 3K6

Telephone: 416-364-4894

Fax: 416-364-4869

Email: ajpage@ajohnpage.com

www.ajohnpage.com

The material contained in this transmission is intended for the person or entity indicated above. It may contain information that is confidential or otherwise protected from disclosure. Any review, dissemination or use of the contents of this transmission by anyone other than the addressee is strictly prohibited. If you receive this transmission in error, please permanently delete the transmission, including any attachments, without making a copy and notify us immediately at mail@ajohnpage.com so that we may correct our records.

Thank you

Seema Aggarwal

From: A. John Page [ajpage@ajohnpage.com]
Sent: February 24, 2011 10:59 AM
To: Seema Aggarwal
Subject: Fw: ***Nelson SPAM Protection*** (7.0) Nelson

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

Telephone: 416-364-4894
Fax: 416-364-4869
Email: ajpage@ajohnpage.com
www.ajohnpage.com

The material contained in this transmission is intended for the person or entity indicated above. It may contain information that is confidential or otherwise protected from disclosure. Any review, dissemination or use of the contents of this transmission by anyone other than the addressee is strictly prohibited. If you receive this transmission in error, please permanently delete the transmission, including any attachments, without making a copy and notify us immediately at mail@ajohnpage.com so that we may correct our records.

Thank you
----- Original Message -----
From: [Sherry Townsend](#)
To: 'A. John Page'
Sent: Wednesday, February 02, 2011 2:39 PM
Subject: RE: ***Nelson SPAM Protection*** (7.0) Nelson

Hi

Let me see what I can do .

Sherry

From: A. John Page [mailto:ajpage@ajohnpage.com]
Sent: February 2, 2011 2:36 PM
To: sherry
Subject: ***Nelson SPAM Protection*** (7.0) Nelson

Sherry

I have just read the reports you forwarded to me, thanks.

I note that you are talking tentatively about a meeting of creditors on Saturday March 26, 2011. I am out of the country at that time. (I leave March 20 and return March 27, 2011). I am assuming that I need to be at that meeting.

Would it be possible for you to amend your tentative meeting date to accommodate me.

Thanks

John

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

Telephone: 416-364-4894
Fax: 416-364-4869
Email: ajpage@ajohnpage.com
www.ajohnpage.com

The material contained in this transmission is intended for the person or entity indicated above. It may contain information that is confidential or otherwise protected from disclosure. Any review, dissemination or use of the contents of this transmission by anyone other than the addressee is strictly prohibited. If you receive this transmission in error, please permanently delete the transmission, including any attachments, without making a copy and notify us immediately at mail@ajohnpage.com so that we may correct our records.

Thank you

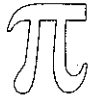


Exhibit "P"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Seema Aggarwal

Subject: FW: Nelson

----- Original Message -----

From: A. John Page

To: [sherry](#)

Cc: [Colleen Delaney](#)

Sent: Wednesday, February 09, 2011 10:56 AM

Subject: Nelson

Sherry

Nelson's Stay Extension expires on February 28, 2011. What are your plans re getting a further extension?

In the past Nelson has presented cash flows to the court which we have reviewed along with its request for an extension. Our review is not a "quick" matter so we will need a little lead time to complete that review once the cash flows have been prepared. In addition we have always prepared a report for the court.

Since a court date has to be booked and since any materials should be served on "the parties" a number of days prior to the hearing it would be helpful to know what you are planning to do and when.

Please note that since Madam Justice Pepall is no longer in the "Commercial List" court she may not be available at all or may have less flexibility re when she is available.

Regards

John

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

Telephone: 416-364-4894
Fax: 416-364-4869
Email: ajpage@ajohnpage.com
www.ajohnpage.com

The material contained in this transmission is intended for the person or entity indicated above. It may contain information that is confidential or otherwise protected from disclosure. Any review, dissemination or use of the contents of this transmission by anyone other than the addressee is strictly prohibited. If you receive this transmission in error, please permanently delete the transmission, including any attachments, without making a copy and notify us immediately at mail@ajohnpage.com so that we may correct our records.

Thank you

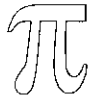


Exhibit "Q"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Seema Aggarwal

From: Richard Jones [richard.jones@sympatico.ca]
Sent: February 9, 2011 5:06 PM
To: Seema Aggarwal; James Grout; Sanj Mitra; Pamela Foy; p.przybylo@walkerhead.com; Harvey G. Chaiton
Cc: Sherry Townsend; Douglas Turner, Q.C.
Subject: Nelson Financial Group Ltd.

Dera Counsel:

The Interim Operating Officer and the Representative Counsel expect to finalize the plan of arrangement for Nelson Financial this week and will then ask the Court for a plan filing, meeting and stay extension order. The motion will ask that the meeting be held in Ajax on Saturday March 26, 2011 to accommodate the noteholders. It is proposed that the Representative Counsel will chair the meeting. We have been advised that John Page will be out of the country on that date and efforts are being made to see if re-scheduling to either March 19 or April 2 can be done. Since the plan includes articles of reorganization, income debentures and a litigation trust, settling final drafts may make March 19 tight for giving adequate notice to the unsecured creditors.

Since we do not anticipate that the plan filing will be contested, 30 minutes should be sufficient. February 22 is a convenient date for us and the Court can schedule it for that day. We propose to write to Justice Pepall to seek her wishes in consideration of her position expressed to counsel last year that she would continue as the supervising judge of this proceeding.

Please advise as to whether you will attend on February 22 for the motion and authorize me to sign a request form for you.

Yours truly

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.
Business Counsel at Law
100 Yonge Street, Suite 1201
Toronto, Ontario
Canada M5C 2W1

Office: (416) 863-0576
Office Fax: (416) 863-0092
Mobile: (416) 508-6009
Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

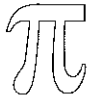


Exhibit "R"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Seema Aggarwal

From: Seema Aggarwal
Sent: February 11, 2011 12:16 PM
To: 'Richard Jones'
Cc: Sherry Townsend; Douglas Turner, Q.C.; James Grout; 'A. John Page'
Subject: RE: Nelson Financial Group Ltd.

Dick,

We refer to your email below and your other email also sent to us on February 9, 2011 regarding the Equity Claims Order and the December 9 Order.

As you may be aware, John Page and Sherry Townsend (who are both copied on this email) have set up a protocol whereby they are communicating directly with each other and have asked counsel to limit their communications in order to keep legal costs low. Yesterday, John and Sherry spoke about all of the issues you raised in your two emails including, in particular, concerns over your proposed timetable. John and Sherry will be communicating again with each other either later today or Monday. In light of this, is there anything you wish to discuss that is not already being addressed by John and Sherry? Jim responded to your written request for a discussion when he advised you in Court that John and Sherry were communicating directly. This protocol is what Jim was referring to.

In the meantime, pending the discussion between John and Sherry and until we receive instructions from John, it would be premature to agree to a timetable including, of course, the proposed February 22 date.

Sincerely,



Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

From: Richard Jones [<mailto:richard.jones@sympatico.ca>]
Sent: February 9, 2011 5:06 PM
To: Seema Aggarwal; James Grout; Sanj Mitra; Pamela Foy; p.przybylo@walkerhead.com; Harvey G. Chaiton
Cc: Sherry Townsend; Douglas Turner, Q.C.
Subject: Nelson Financial Group Ltd.

Dera Counsel:

The Interim Operating Officer and the Representative Counsel expect to finalize the plan of arrangement for Nelson Financial this week and will then ask the Court for a plan filing, meeting and stay extension order. The motion will ask that the meeting be held in Ajax on Saturday March 26, 2011 to accommodate the noteholders. It is proposed that the Representative Counsel will chair the meeting. We have been advised that John Page will be out of the country on that date and efforts are being made to see if re-scheduling to either March 19 or April 2 can be done. Since the plan includes articles of reorganization, income

debentures and a litigation trust, settling final drafts may make March 19 tight for giving adequate notice to the unsecured creditors.

Since we do not anticipate that the plan filing will be contested, 30 minutes should be sufficient. February 22 is a convenient date for us and the Court can schedule it for that day. We propose to write to Justice Pepall to seek her wishes in consideration of her position expressed to counsel last year that she would continue as the supervising judge of this proceeding.

Please advise as to whether you will attend on February 22 for the motion and authorize me to sign a request form for you.

Yours truly

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.
Business Counsel at Law
100 Yonge Street, Suite 1201
Toronto, Ontario
Canada M5C 2W1

Office: (416) 863-0576
Office Fax: (416) 863-0092
Mobile: (416) 508-6009
Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

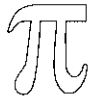


Exhibit "S"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Seema Aggarwal

Subject: FW: Nelson Financial Group Ltd.
Attachments: Pepall J. Feb11-11.pdf; ATT191443.htm

From: Richard Jones [<mailto:richard.jones@sympatico.ca>]
Sent: February 11, 2011 3:12 PM
To: Seema Aggarwal
Cc: Sherry Townsend; Douglas Turner, Q.C.; James Grout; A. John Page
Subject: Re: Nelson Financial Group Ltd.

Dear Ms. Aggarwal:

You are misinformed. I have instructions from both the Representative Counsel and the Interim Operating Officer ("IOO") to proceed to settle the Orders and to bring on a motion on February 22, 2011 to file the Plan, call the creditors' meeting and extend the stay to May 31, 2011. I enclose a copy of the letter that I have delivered to Justice Pepall today.

The plan in draft, together with the notice of motion and a draft order, will be provided to you by Monday. The IOO's Report will be served and filed as soon as possible thereafter. No one else on the service list has responded or indicated any interest in appearing on this motion. Please confirm that you consent to February 22, 2011 as the date for the motion.

The IOO has not agreed to any constraints on her actions or communications as your client seems to suggest. She does not accept his advice that he must chair of the meeting of creditors or that she cannot file a plan without his prior review and approval. Despite my several requests, Mr. Grout has not spoken with me about this matter since December 9 except for his erroneous email of January 14, 2011. I am well aware of Mr. Page's list of demands and those are mostly unacceptable to the Representative Counsel and to the IOO. Under the arrangements agreed on December 9, 2010, the Monitor's functions were reduced to i) receiving weekly receipts and disbursement reports, ii) completing the processing of the claims under the claims procedure order, iii) performing the review of the McVey and Debono claims to be creditors and not equity claims in respect of their preferred shareholdings as directed in the November 16 decision and advising the Court as to the fairness and reasonableness of the plan under s. 23(1)(i). No report to creditors will be needed since the plan will not exclude the application of preference claims under s. 36.1.

Finally, please advise Mr. page in response to his enquiry of today that paragraph 3 of the Heads of Agreement was implemented by the delivery on December 13, 2010 of a full general release in favour of Nelson Financial Group Ltd. executed by Marc Boutet, Nelson Mortgage Group Ltd. and Nelson Investment Group Ltd. as of November 22, 2010. The security interest held by Nelson Investment Group Ltd. was discharged by a financing change statement registered on December 10, 2010 as No. 20101210122918627932.

Yours truly

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.
Business Counsel at Law
100 Yonge Street, Suite 1201
Toronto, Ontario
Canada M5C 2W1

Office: (416) 863-0576
Office Fax: (416) 863-0092
Mobile: (416) 508-6009
Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

**Richard B.
Jones**

Business Counsel at Law

100 Yonge Street
Suite 1201
Toronto, CANADA
M5C 2W1

*Telephone: 416-863-0576
Fax: 416-863-0092
Mobile: 416-508-6009
Email: richard.jones@sympatico.ca*

DELIVERED

February 11, 2011

Madam Justice Sarah E. Pepall
Superior Court of Justice
361 University Avenue
Toronto, ON M5G 1T3

Dear Justice Pepall:

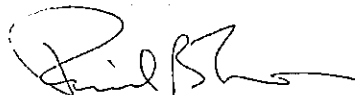
**Re: Nelson Financial Group Ltd. CCAA Proceedings
Court File No. CV-10-8630-00CL**

Under the direction of the Interim Operating Officer, Ms. Sherry Townsend, appointed under your Order of November 22, 2010, considerable progress has been made in identifying the business of the Applicant, Nelson Financial Group Ltd., that is viable and can be restructured. A business plan has been prepared and a plan of arrangement to implement that plan is almost finalized. The Interim Operating Officer, on behalf of the Applicant, wishes to bring a motion to permit the filing of the plan of arrangement, to direct the holding of a meeting of the unsecured creditors on either March 26 or April 2 and to extend the stay from its present expiry of February 28, 2011 to May 31.

It is expected that the plan and a Report of the Interim Operating Officer will be served and filed at the beginning of next week and that a convenient date for the motion would be February 22, 2011. I have no expectation that there will be any opposition and I would not expect that the matter would take more than thirty minutes.

Last year, you indicated that you proposed to continue as the supervising judge in respect of the Nelson Financial proceeding. If that is still the case, the parties need your assistance in scheduling. The Commercial List office requires direction from you to schedule any motion. All counsel will appreciate your directions as to the steps they should take.

Respectfully submitted,



Richard B. Jones

RBJ/mw

Madam Justice Sarah E. Pepall
February 11, 2011
Page 2

cc: *(by email)*
Douglas Turner, Q.C.

(by email)
Thornton Grout Finnigan LLP
Attention: James H. Grout, Esq.



Exhibit "T"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011



Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

Canadian Pacific Tower
Toronto-Dominion Centre
100 Wellington Street West
Suite 3200, P.O. Box 329
Toronto, ON Canada M5K 1K7
T 416.304.1616 F 416.304.1313

Seema Aggarwal
T: 416-304-0603
E: saggarwal@tgf.ca
File No. 1363-001

February 14, 2011

VIA EMAIL

Richard B. Jones
100 Yonge Street
Suite 1201
Toronto, ON M5C 2W1

Sherry Townsend
900 Dillingham Road
Pickering, ON L1W 1Z6

Dear Mr. Jones and Ms. Townsend:

**Re: In the Matter of Nelson Financial Group Ltd.
Court File No. CV-10-8630-00CL**

We refer to Mr. Jones' email to the undersigned dated February 11, 2011 and his letter to Madam Justice Sarah Pepall of the same date.

At the hearing on December 9, 2010, Mr. Jones advised the Court that a draft restructuring plan would be circulated the following week. The Monitor has yet to be provided with a draft plan. Accordingly, we are of the view that it is premature to set a date for a meeting of the unsecured creditors to vote on a plan until such time as the Monitor has been provided with a plan, the Monitor has provided you with its input and has advised you as to whether or not it will recommend your plan to the stakeholders and the Court.

As you are aware, the Monitor's statutory duties include reviewing the draft plan and providing its recommendation to the stakeholders and the Court. Contrary to Mr. Jones' assertion, the Monitor must file a report in advance of any meeting of creditors even where the plan will not exclude the application of preference claims under section 36.1 of the CCAA. There is no basis upon which the Interim Operating Officer can substitute herself for the Monitor in fulfilling that statutory obligation. Furthermore, in the CCAA proceeding of Smurfit Stone Container Canada Inc. et al. where Madam Justice Pepall is the supervising Judge, Her Honour indicated that it is her practice to have the Monitor provide its recommendation on whether the plan should be approved at the time when the Applicants are seeking a plan filing and meeting order.

It is normal course practice in CCAA proceedings for the Monitor to chair the meeting of unsecured creditors as the Monitor is a neutral party. We see no reason why this case is any different. As advised above, given that the Monitor has not yet received your draft plan, it is

tgf.ca

premature to set a date for the meeting of unsecured creditors. In any event, the Monitor had previously advised you that the Monitor and its legal counsel are not available on either March 26 or April 2. The Monitor expects you to accommodate its schedule.

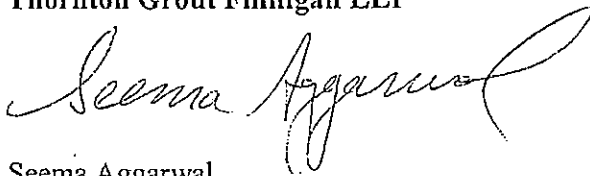
We note that Mr. Jones advised Her Honour that the Interim Operating Officer, on behalf of the Applicant would be bringing the motion to permit the filing of the plan. On what basis does Mr. Jones propose to represent the Interim Operating Officer? The Interim Operating Officer is a separate officer of the Court who should be separately represented as she has been advised repeatedly by the Monitor.

As previously advised, the Monitor has established a protocol with the Interim Operating Officer pursuant to which they communicate directly with each other regarding the various issues in this matter. Accordingly, we have not been communicating with Mr. Jones as those are our instructions. Even if Mr. Jones does not believe that such a protocol exists, it was inappropriate for him to write to Her Honour without prior consultation with us when he was aware that the Monitor and the Interim Operating Officer were in the midst of discussing the very issues he raised in his emails. We are writing to Madam Justice Pepall in response to his letter to Her Honour.

Lastly, we note that the Monitor has a statutory obligation to file a report not later than 45 days after the day on which the company's fiscal quarter ends. The Monitor proposes to file this report in connection with any request by the Interim Operating Officer for a stay extension. In this regard, the Monitor expects the Interim Operating Officer to comply with, on a timely basis, all information requests by the Monitor.

Yours very truly,

Thornton Grout Finnigan LLP



Seema Aggarwal
SA

cc: James H. Grout, *Thornton Grout Finnigan LLP*
John Page, *A. John Page & Associates Inc.*
Douglas Turner, the Representative Counsel

Seema Aggarwal

From: Seema Aggarwal
Sent: February 14, 2011 3:57 PM
To: 'Richard Jones'; Sherry Townsend; stownsend@nelsonfinance.ca
Cc: Douglas Turner, Q.C.; James Grout; A. John Page; 'A. John Page'
Subject: RE: Nelson Financial Group Ltd.
Attachments: Jones and Townsend (Feb 14 11).PDF

Please see attached correspondence.

Sincerely,



Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

From: Richard Jones [<mailto:richard.jones@sympatico.ca>]
Sent: February 11, 2011 3:12 PM
To: Seema Aggarwal
Cc: Sherry Townsend; Douglas Turner, Q.C.; James Grout; A. John Page
Subject: Re: Nelson Financial Group Ltd.

Dear Ms. Aggarwal:

You are misinformed. I have instructions from both the Representative Counsel and the Interim Operating Officer ("IOO") to proceed to settle the Orders and to bring on a motion on February 22, 2011 to file the Plan, call the creditors' meeting and extend the stay to May 31, 2011. I enclose a copy of the letter that I have delivered to Justice Pepall today.

The plan in draft, together with the notice of motion and a draft order, will be provided to you by Monday. The IOO's Report will be served and filed as soon as possible thereafter. No one else on the service list has responded or indicated any interest in appearing on this motion. Please confirm that you consent to February 22, 2011 as the date for the motion.

The IOO has not agreed to any constraints on her actions or communications as your client seems to suggest. She does not accept his advice that he must chair of the meeting of creditors or that she cannot file a plan without his prior review and approval. Despite my several requests, Mr. Grout has not spoken with me about this matter since December 9 except for his erroneous email of January 14, 2011. I am well aware of Mr. Page's list of demands and those are mostly unacceptable to the Representative Counsel and to the IOO. Under the arrangements agreed on December 9, 2010, the Monitor's functions were reduced to i) receiving weekly receipts and disbursement reports, ii) completing the processing of the claims under the claims procedure order, iii) performing the review of the McVey and Debono claims to be creditors and not equity claims in respect of their preferred shareholdings as directed in the November 16 decision and advising the Court as to the fairness

and reasonableness of the plan under s. 23(1)(i). No report to creditors will be needed since the plan will not exclude the application of preference claims under s. 36.1.

Finally, please advise Mr. page in response to his enquiry of today that paragraph 3 of the Heads of Agreement was implemented by the delivery on December 13, 2010 of a full general release in favour of Nelson Financial Group Ltd. executed by Marc Boutet, Nelson Mortgage Group Ltd. and Nelson Investment Group Ltd. as of November 22, 2010. The security interest held by Nelson Investment Group Ltd. was discharged by a financing change statement registered on December 10, 2010 as No. 20101210122918627932.

Yours truly

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.

Business Counsel at Law

100 Yonge Street, Suite 1201

Toronto, Ontario

Canada M5C 2W1

Office: (416) 863-0576

Office Fax: (416) 863-0092

Mobile: (416) 508-6009

Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

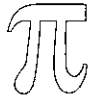


Exhibit "U"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011



Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

Canadian Pacific Tower
Toronto-Dominion Centre
100 Wellington Street West
Suite 3200, P.O. Box 329
Toronto, ON Canada M5K 1K7
T 416.304.1616 F 416.304.1313

Seema Aggarwal
T: 416-304-0603
E: saggarwal@tgf.ca
File No. 1363-001

February 14, 2011

VIA HAND DELIVERY

Madam Justice Sarah Pepall
Superior Court of Justice
361 University Avenue
Room 170
Toronto, ON M5G 1T3

Your Honour:

**Re: In the Matter of Nelson Financial Group Ltd.
Court File No. CV-10-8630-00CL**

We refer to the letter dated February 11, 2011 from Mr. Richard B. Jones to you. Mr. Jones wrote to you without any consultation from counsel to the Monitor.

At the hearing on December 9, 2010, Mr. Jones advised the Court that a draft restructuring plan would be circulated the following week. The Monitor has yet to be provided with a draft plan of arrangement or the business plan referred to in Mr. Jones' letter. The Monitor is under a statutory obligation to review the draft plan and provide its recommendation to the stakeholders and the Court. There is no basis upon which the Interim Operating Officer can substitute herself for the Monitor in fulfilling that statutory obligation, which is what we understand Mr. Jones intends as, in a separate email to the undersigned dated February 11, 2011, he advised that no Monitor's report to the creditors was needed.

Pursuant to his letter, Mr. Jones advised you that the Interim Operating Officer, on behalf of the Applicant, wishes to, among other things, hold a meeting of the unsecured creditors on either March 26 or April 2. In light of the fact that the Monitor and its counsel have yet to receive a draft plan of arrangement, the Monitor is of the view that the establishment of a timeline, including the setting of a date of a meeting of unsecured creditors, is premature. In any event, the Monitor had previously advised the Interim Operating Officer that the Monitor and its legal counsel are not available on either of those dates.

From the date of her appointment, the Monitor has recommended to the Interim Operating Officer that she retain independent counsel. To date, she has not done so. The Representative Counsel and his special counsel cannot represent the Interim Operating Officer because they represent the noteholders and not the Applicant.



Thornton Grout Finnigan LLP

2.

If you are continuing as supervising Judge in this matter, we propose that counsel attend before you to seek your advice and directions as to the appropriate process for bringing a plan forward, which, in the Monitor's view, must include the retention of independent counsel with CCAA experience by the Interim Operating Officer.

Yours very truly,

Thornton Grout Finnigan LLP

A handwritten signature in cursive script that reads 'Seema Aggarwal'.

Seema Aggarwal

SA: jhg

cc: Richard B. Jones, special counsel to the Representative Counsel
Douglas Turner, the Representative Counsel
Sherry Townsend, the Interim Operating Officer
John Page, *A. John Page & Associates Inc.*, the Monitor
James H. Grout, *Thornton Grout Finnigan LLP*

Seema Aggarwal

From: Seema Aggarwal
Sent: February 14, 2011 4:08 PM
To: 'Richard Jones'; 'Sherry Townsend'; 'stownsend@nelsonfinance.ca'; 'Douglas Turner, Q.C.'
Cc: James Grout; 'A. John Page'; 'A. John Page'
Subject: RE: Nelson Financial Group Ltd.
Attachments: Justice Pepall (Feb 14 11).PDF

Further to our earlier correspondence, attached, please find our correspondence to Justice Pepall.

Sincerely,



Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

From: Seema Aggarwal
Sent: February 14, 2011 3:57 PM
To: 'Richard Jones'; Sherry Townsend; stownsend@nelsonfinance.ca
Cc: Douglas Turner, Q.C.; James Grout; A. John Page; 'A. John Page'
Subject: RE: Nelson Financial Group Ltd.

Please see attached correspondence.

Sincerely,



Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

From: Richard Jones [<mailto:richard.jones@sympatico.ca>]
Sent: February 11, 2011 3:12 PM
To: Seema Aggarwal
Cc: Sherry Townsend; Douglas Turner, Q.C.; James Grout; A. John Page
Subject: Re: Nelson Financial Group Ltd.

Dear Ms. Aggarwal:

You are misinformed. I have instructions from both the Representative Counsel and the Interim Operating Officer ("IOO") to proceed to settle the Orders and to bring on a motion on February 22, 2011 to file the Plan, call the creditors' meeting and extend the stay to May 31, 2011. I enclose a copy of the letter that I have delivered to Justice Pepall today.

The plan in draft, together with the notice of motion and a draft order, will be provided to you by Monday. The IOO's Report will be served and filed as soon as possible thereafter. No one else on the service list has responded or indicated any interest in appearing on this motion. Please confirm that you consent to February 22, 2011 as the date for the motion.

The IOO has not agreed to any constraints on her actions or communications as your client seems to suggest. She does not accept his advice that he must chair of the meeting of creditors or that she cannot file a plan without his prior review and approval. Despite my several requests, Mr. Grout has not spoken with me about this matter since December 9 except for his erroneous email of January 14, 2011. I am well aware of Mr. Page's list of demands and those are mostly unacceptable to the Representative Counsel and to the IOO. Under the arrangements agreed on December 9, 2010, the Monitor's functions were reduced to i) receiving weekly receipts and disbursement reports, ii) completing the processing of the claims under the claims procedure order, iii) performing the review of the McVey and Debono claims to be creditors and not equity claims in respect of their preferred shareholdings as directed in the November 16 decision and advising the Court as to the fairness and reasonableness of the plan under s. 23(1)(i). No report to creditors will be needed since the plan will not exclude the application of preference claims under s. 36.1.

Finally, please advise Mr. page in response to his enquiry of today that paragraph 3 of the Heads of Agreement was implemented by the delivery on December 13, 2010 of a full general release in favour of Nelson Financial Group Ltd. executed by Marc Boutet, Nelson Mortgage Group Ltd. and Nelson Investment Group Ltd. as of November 22, 2010. The security interest held by Nelson Investment Group Ltd. was discharged by a financing change statement registered on December 10, 2010 as No. 20101210122918627932.

Yours truly

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.

Business Counsel at Law

100 Yonge Street, Suite 1201

Toronto, Ontario

Canada M5C 2W1

Office: (416) 863-0576

Office Fax: (416) 863-0092

Mobile: (416) 508-6009

Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

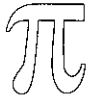


Exhibit "V"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Seema Aggarwal

From: Richard Jones [richard.jones@sympatico.ca]
Sent: February 14, 2011 5:24 PM
To: James Grout; p.przybylo@walkerhead.com; Pamela Foy; Harvey G. Chaiton; Sanj Mitra; Douglas Turner, Q.C.; Seema Aggarwal
Cc: Sherry Townsend; A. John Page
Subject: Re: Nelson Financial Group Ltd.
Attachments: Notice of Motion Plan Filing Meeting Stay Extension Order draft Feb11-11.pdf; ATT210828.htm; Plan of Arrangement Feb11-2011.pdf; ATT210829.htm

Dear Counsel:

Further to my email below, I have heard from no parties, except counsel for the Monitor, expressing any objection to the proposed motion date of February 22. We are awaiting directions from Justice Pepall on scheduling and will keep you advised.

In the meantime, please find attached the Notice of motion seeking the plan filing, meeting order and stay extension. I also attach the Plan of Arrangement proposed by the Applicant. These are served on you in accordance with the Initial Order.

Please note that the Plan does not yet have the text for the Litigation Trust at Schedule "E". This is still in drafting and discussion among the creditor stakeholders. That as well as the Interim Operating Officer's Report will be served by Wednesday.

Yours truly

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.
Business Counsel at Law
100 Yonge Street, Suite 1201
Toronto, Ontario
Canada M5C 2W1

Office: (416) 863-0576
Office Fax: (416) 863-0092
Mobile: (416) 508-6009
Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

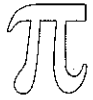


Exhibit "W"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Seema Aggarwal

From: Seema Aggarwal
Sent: February 15, 2011 5:16 PM
To: 'Richard Jones'
Cc: James Grout; A. John Page; Douglas Turner, Q.C.; Sherry Townsend
Subject: RE: Nelson Financial - proposed meeting

Dick,

We wish to meet but think it is best to have all of the decision makers in the room. Given that you, Doug and Sherry are insisting on proceeding with a proposed timeline that we do not agree to, we think all of you should make yourselves available to meet tomorrow afternoon.

Sincerely,



Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

From: Richard Jones [<mailto:richard.jones@sympatico.ca>]
Sent: February 15, 2011 5:07 PM
To: Seema Aggarwal
Cc: James Grout
Subject: Re: Nelson Financial - proposed meeting
Importance: High

Dear Seema:

Since I have to take responsibility for writing the Plan, should we not meet anyway? I always welcome assistance in drafting which is what I thought was on offer (plus the cookies, of course.) It seems that the "outstanding issues" will have to be dealt with at another time and possibly in another place.

Dick

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.
Business Counsel at Law
100 Yonge Street, Suite 1201
Toronto, Ontario
Canada M5C 2W1

Office: (416) 863-0576
Office Fax: (416) 863-0092
Mobile: (416) 508-6009
Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

On 2011-02-15, at 3:33 PM, Seema Aggarwal wrote:

Sherry,

We will require your attendance at the meeting. Given your proposed timeline, we strongly urge you to rearrange your other meetings and attend at our offices tomorrow afternoon. If you continue to remain unavailable tomorrow, please advise of a few dates and times when both you and Dick are available to attend at our offices. We will not proceed tomorrow without you.

Sincerely,

<image004.jpg>

Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

From: Sherry Townsend [mailto:pppsherry@bellnet.ca]
Sent: February 15, 2011 3:11 PM
To: Seema Aggarwal
Subject: Re: Nelson Financial - proposed meeting

Seema

I have meetings scheduled for the next two days , unfortunately I will not be available. Richard, will be attending in my place. Please advise

Sherry

----- Original Message -----

From: Seema Aggarwal
To: Richard Jones ; Douglas Turner, Q.C. ; Sherry Townsend ; stownsend@nelsonfinance.ca
Cc: James Grout ; A. John Page
Sent: Tuesday, February 15, 2011 2:08 PM
Subject: Nelson Financial - proposed meeting

Dick, Doug and Sherry,

The Monitor and its legal counsel would like to meet with the three of you to discuss the draft Plan and the outstanding issues in this matter. Please advise if you are available tomorrow afternoon (Wed Feb 16) to meet at our offices. We are available anytime after 2:00 p.m.

Sincerely,

<image001.jpg>

Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

Seema Aggarwal

From: Doug Turner [doug@pdturner.com]
Sent: February 15, 2011 3:03 PM
To: Seema Aggarwal; 'Richard Jones'; 'Sherry Townsend'; stownsend@nelsonfinance.ca
Cc: James Grout; 'A. John Page'
Subject: RE: Nelson Financial - proposed meeting

Seema

I regret that I have previous commitments, but Dick will go to your meeting.

I am very surprised that you would even think about Dick Jones having some problems in representing the IOO. It makes perfect sense (and not just from a cost saving point of view), and was done with my full support and encouragement. The RC and the IOO represent exactly the same interests.

Doug Turner

From: Seema Aggarwal [<mailto:SAggarwal@tgf.ca>]
Sent: February-15-11 2:08 PM
To: Richard Jones; Douglas Turner, Q.C.; Sherry Townsend; stownsend@nelsonfinance.ca
Cc: James Grout; A. John Page
Subject: Nelson Financial - proposed meeting
Importance: High

Dick, Doug and Sherry,

The Monitor and its legal counsel would like to meet with the three of you to discuss the draft Plan and the outstanding issues in this matter. Please advise if you are available tomorrow afternoon (Wed Feb 16) to meet at our offices. We are available anytime after 2:00 p.m.

Sincerely,



Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

Seema Aggarwal

From: Seema Aggarwal
Sent: February 15, 2011 2:55 PM
To: 'Richard Jones'
Cc: Douglas Turner, Q.C.; Sherry Townsend; stownsend@nelsonfinance.ca; James Grout; A. John Page
Subject: RE: Nelson Financial - proposed meeting

Dick,

Thank you for your note below. Our letter was also delivered to the judges reception at 361 University yesterday afternoon. We will follow up to ensure that Her Honour receives it.

Once we hear back from Doug and Sherry, we will send another email confirming tomorrow's meeting. Rest assured cookies will be provided.

Sincerely,



Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

From: Richard Jones [<mailto:richard.jones@sympatico.ca>]
Sent: February 15, 2011 2:50 PM
To: Seema Aggarwal
Cc: Douglas Turner, Q.C.; Sherry Townsend; stownsend@nelsonfinance.ca; James Grout; A. John Page
Subject: Re: Nelson Financial - proposed meeting

Dear Ms. Aggarwal:

I am available and prepared to meet.

I advise you that Justice Pepall called me this afternoon since she had my letter of Friday. I immediately told her that you had written to her and she said that she had not received your letter yet. My letter was delivered to the judges reception at 361 University on Friday but did not get sent to her chambers until this morning. I also told her that the Monitor felt that scheduling a creditor's meeting was premature. She advised me that she was now started on a long trial of a commercial action and thought that it might be better if the Nelson proceeding were not retained by her. She advised me that she has decided to speak with Justice Morawetz and will advise me by email by tomorrow as to what they decide. I thanked her and the call ended.

Let me know when and if a meeting is arranged. If cookies are on offer, I will come and visit anyway.

Yours truly

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.

Business Counsel at Law

100 Yonge Street, Suite 1201

Toronto, Ontario

Canada M5C 2W1

Office: (416) 863-0576

Office Fax: (416) 863-0092

Mobile: (416) 508-6009

Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

On 2011-02-15, at 2:08 PM, Seema Aggarwal wrote:

Dick, Doug and Sherry,

The Monitor and its legal counsel would like to meet with the three of you to discuss the draft Plan and the outstanding issues in this matter. Please advise if you are available tomorrow afternoon (Wed Feb 16) to meet at our offices. We are available anytime after 2:00 p.m.

Sincerely,

<image002.jpg>

Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

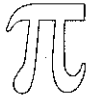


Exhibit "X"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Seema Aggarwal

Subject: FW: Nelson

----- Original Message -----

From: A. John Page
To: Sherry Townsend ; Sherry Townsend
Cc: Colleen Delaney ; Seema Aggarwal
Sent: Tuesday, February 15, 2011 8:17 AM
Subject: Re: Nelson

Sherry

I have not had a response to my email below but understand that you will be making an application for an extension of the stay until May 31, 2011. In light of recent correspondence I am not sure when you anticipate that application will be heard.

I am assuming that you will be presenting cash flows to support that extension application?

When will they be available for us to review?

I am concerned that we are running out of time complete any such review and include them in the Monitor's report to the court.

Regards

John

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

Telephone: 416-364-4894
Fax: 416-364-4869
Email: ajpage@ajohnpage.com
www.ajohnpage.com

The material contained in this transmission is intended for the person or entity indicated above. It may contain information that is confidential or otherwise protected from disclosure. Any review, dissemination or use of the contents of this transmission by anyone other than the addressee is strictly prohibited. If you receive this transmission in error, please permanently delete the transmission, including any attachments, without making a copy and notify us immediately at mail@ajohnpage.com so that we may correct our records.

Thank you

----- Original Message -----

From: A. John Page
To: sherry
Cc: Colleen Delaney
Sent: Wednesday, February 09, 2011 10:56 AM
Subject: Nelson

Sherry

Nelson's Stay Extension expires on February 28, 2011. What are your plans re getting a further extension?

In the past Nelson has presented cash flows to the court which we have reviewed along with its request for an extension. Our review is not a "quick" matter so we will need a little lead time to complete that review once the cash flows have been prepared. In addition we have always prepared a report for the court.

Since a court date has to be booked and since any materials should be served on "the parties" a number of days prior to the hearing it would be helpful to know what you are planning to do and when.

Please note that since Madam Justice Pepall is no longer in the "Commercial List" court she may not be available at all or may have less flexibility re when she is available.

Regards

John

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

Telephone: 416-364-4894
Fax: 416-364-4869
Email: ajpage@ajohnpage.com
www.ajohnpage.com

The material contained in this transmission is intended for the person or entity indicated above. It may contain information that is confidential or otherwise protected from disclosure. Any review, dissemination or use of the contents of this transmission by anyone other than the addressee is strictly prohibited. If you receive this transmission in error, please permanently delete the transmission, including any attachments, without making a copy and notify us immediately at mail@ajohnpage.com so that we may correct our records.

Thank you

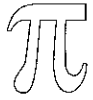


Exhibit "Y"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Seema Aggarwal

From: Doug Turner [doug@pdturner.com]
Sent: February 16, 2011 10:58 AM
To: Seema Aggarwal
Subject: monitor

Seema

The Noteholders' position is that there can be no delay in the submission of the plan of arrangement. It is common ground that the CCAA process has gone on too long. The plan that you have been served with is one that is in the best interests of the Noteholders. The IOO has done an excellent job.

The monitor's duties are set out in the orders of December 1 and December 9.

I remind you that the part of the order for the return of the five million dollars held in trust by the monitor has not been complied with. Please return these trust funds to the company today.

It is apparent that the monitor is unhappy with his position and wishes to withdraw. Please forward the draft order referred to in your January 11 account and a resignation conditional on court approval of replacement, and we will arrange for a civilized withdrawal of the monitor.

Doug Turner

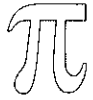


Exhibit "Z"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Seema Aggarwal

From: Richard Jones [richard.jones@sympatico.ca]
Sent: February 16, 2011 3:02 PM
To: Seema Aggarwal
Cc: Sherry Townsend; Douglas Turner, Q.C.; James Grout; A. John Page
Subject: Re: Nelson Financial - proposed meeting

Importance: High

Dear Ms. Aggarwal:

Mr Page is now inquiring on your behalf as to whether Ms. Townsend received your email set out below. I had responded to the email at 5:07 on Ms. Townsend's instructions. Ms. Townsend has asked me to confirm that she did receive your email. You have so far this week accused me of a variety of professional misconduct but I can assure you that I have not acted without my client's instructions.

Further to Mr. Turner's earlier email today, please provide me with a copy of the draft order for the acceptance of the Monitor's resignation so that I can amend the notice of motion and incorporate it in my draft order.

Yours truly

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.
Business Counsel at Law
100 Yonge Street, Suite 1201
Toronto, Ontario
Canada M5C 2W1

Office: (416) 863-0576
Office Fax: (416) 863-0092
Mobile: (416) 508-6009
Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

On 2011-02-15, at 3:33 PM, Seema Aggarwal wrote:

Sherry,

We will require your attendance at the meeting. Given your proposed timeline, we strongly urge you to rearrange your other meetings and attend at our offices tomorrow afternoon. If you continue to remain unavailable tomorrow, please advise of a few dates and times when both you and Dick are available to attend at our offices. We will not proceed tomorrow without you.

Sincerely,

<image004.jpg>

Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

From: Sherry Townsend [<mailto:pppsherry@bellnet.ca>]
Sent: February 15, 2011 3:11 PM
To: Seema Aggarwal
Subject: Re: Nelson Financial - proposed meeting

Seema

I have meetings scheduled for the next two days , unfortunately I will not be available. Richard, will be attending in my place. Please advise

Sherry

----- Original Message -----

From: Seema Aggarwal
To: Richard Jones ; Douglas Turner, Q.C. ; Sherry Townsend ; stownsend@nelsonfinance.ca
Cc: James Grout ; A. John Page
Sent: Tuesday, February 15, 2011 2:08 PM
Subject: Nelson Financial - proposed meeting

Dick, Doug and Sherry,

The Monitor and its legal counsel would like to meet with the three of you to discuss the draft Plan and the outstanding issues in this matter. Please advise if you are available tomorrow afternoon (Wed Feb 16) to meet at our offices. We are available anytime after 2:00 p.m.

Sincerely,

<image001.jpg>

Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

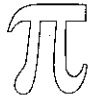


Exhibit "AA"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Seema Aggarwal

From: Richard Jones [richard.jones@sympatico.ca]
Sent: February 16, 2011 5:28 PM
To: Seema Aggarwal
Cc: Douglas Turner, Q.C.; James Grout; Pamela Foy
Subject: Re: Nelson Financial Group Ltd.

Ms. Aggarwal:

Will you consent to a 9:30 with Justice Morawetz on Tuesday February 22 to schedule the Meeting and Stay Extension motion and to get his directions as to the procedure to permit the Monitor to resign and to appoint a replacement? If so, please advise the Commercial List Office and I will send in a Request Form. I am in Pickering for the day tomorrow and out of town on Friday.

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.
Business Counsel at Law
100 Yonge Street, Suite 1201
Toronto, Ontario
Canada M5C 2W1

Office: (416) 863-0576
Office Fax: (416) 863-0092
Mobile: (416) 508-6009
Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

On 2011-02-16, at 8:41 AM, Pepall, Madam Justice Sarah (SCJ) wrote:

I am in receipt of both of your letters. Originally I had planned to continue with this restructuring but given my other time commitments, I am of the view that another judge sitting on the Commercial List should be assigned to this case. I have spoken with Justice Morawetz and he would be pleased to meet with counsel at a 9:30 appointment to be arranged at your convenience.

Ms. Aggarwal, would you be so kind as to forward this e-mail to counsel for other interested parties.

Many thanks for your assistance throughout.

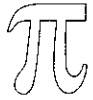


Exhibit "BB"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Seema Aggarwal

From: Richard B. Jones [richard.jones@sympatico.ca]
Sent: February 16, 2011 10:14 PM
To: James Grout; Seema Aggarwal; Douglas Turner, Q.C.; Pamela Foy; Harvey G. Chalton; Sanj Mitra; p.przybylo@walkerhead.com
Cc: Sherry Townsend
Subject: Nelson Financial
Attachments: Hearing Request Form - Feb22-11.doc

Dear Counsel:

Having had no reply to my several emails to counsel for the Monitor, we must nevertheless proceed. Justice Pepall has advised that she will not be continuing as the case management judge in this proceeding and that it is to be dealt with as Justice Morawetz directs.

I propose that we attend in chambers with Justice Morawetz on a 9:30 on Tuesday, February 22, 2011 and ask for his directions and for scheduling for the meeting order and the stay extension motion. Mr Turner has pointed out that the Applicant was given leave to file a plan of arrangement by paragraph 3 of the Initial Order. The issues therefore are only the meeting order, which I understand the Monitor opposes, and the stay extension that I do not believe that anyone opposes. If that is the case, perhaps the Plan filing and the stay extension can be dealt with on consent. A Request Form for the 9:30 is attached which I ask you to sign and fax to the Commercial List Office if you will attend. I also ask each counsel to advise what position, if any, their clients will be taking.

Quite separately, there is a complication concerning the Monitor. On December 9, counsel for the Monitor agreed to amendments to the existing orders that reduced to role and responsibility of the monitor to be the skinniest ever. The Monitor has since sought to re-expand his role and has been threatening to resign from his position as monitor since before Christmas. The Interim Operating Officer and the Representative Counsel for the Noteholders have now decided to acquiesce in his request conditional upon Court approval with arrangements that will ensure an orderly transition of all records and work product, particularly all claims and claim records, to a replacement. Counsel for the Monitor has already drafted motion material and a draft order for such a change and he is asked to provide that material for consideration by all other counsel.

Yours truly

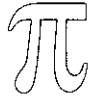


Exhibit "CC"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011



Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

Canadian Pacific Tower
Toronto-Dominion Centre
100 Wellington Street West
Suite 3200, P.O. Box 329
Toronto, ON Canada M5K 1K7
T 416.304.1616 F 416.304.1313

James H. Grout
T: 416-304-0557
E: jgrout@tgf.ca
File No. 1363-001

February 17, 2011

VIA EMAIL

Douglas Turner, Q.C.
Douglas Turner Professional Corporation
63 Albert Street
Uxbridge, Ontario L9P 1E5

Richard B. Jones
Jones Counsel LLP
Business Counsel at Law
100 Yonge Street, Suite 100
Toronto, ON M5C 2W1

Sherry Townsend
900 Dillingham Road
Pickering, ON L1W 1Z6

Dear Lady and Gentlemen:

Re: Nelson Financial Group Ltd. ("Nelson")

We are writing in response to Mr. Turner's email to Ms. Aggarwal and Mr. Jones' various correspondence, including a letter directed to our client, all of which was sent on February 16, 2011.

The creditors of Nelson will determine if the Plan of Compromise and Arrangement (the "Plan") put forward by the Interim Operating Officer is acceptable to them in accordance with the voting procedures contained in the *Companies' Creditors Arrangement Act*.

They are entitled to receive the following on a timely basis to make an informed decision:

1. the Plan together with all of the documents contemplated thereby including the Capital Recovery Debenture, the Articles of Reorganization, etc.;
2. the Business Plan upon which the Plan is predicated;
3. cash flow projections for the Plan period (the "Plan Cash Flow");
4. the Report of the Interim Operating Officer; and
5. the Report of the Monitor.

The Monitor must have an adequate opportunity to review the Plan, the Business Plan, the Plan Cash Flow and the Report of the Interim Operating Officer, update its liquidation analysis,

prepare an analysis of the Plan and the underlying Business Plan and make its recommendation to the creditors.

The Monitor is not in a position to agree to dates for a meeting of the creditors and a sanction hearing until such time as the Monitor receives the required information and has completed its review.

The duration of this proceeding has not been due to the conduct of the Monitor. You advised us last October that you were drafting a restructuring plan. On December 9, 2010, you advised the Court that a draft plan would be circulated the following week. The Plan was not circulated until Monday, February 14, 2011 and is incomplete. To date, the Monitor has not been provided with the Business Plan, Plan Cash Flow or the Report of the Interim Operating Officer.

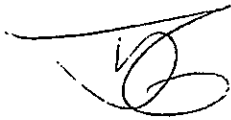
The substantive and procedural requirements of the *Companies' Creditors Arrangement Act* must be adhered to.

The Monitor is an independent officer of the Court and does not take instructions from the Representative Counsel or the Interim Operating Officer. The Monitor will not be resigning and will continue to fulfill its duties under the *Companies' Creditors Arrangement Act*. The Court-ordered restriction on the Monitor's duties did not alleviate the Monitor from its statutory duties. The Monitor has acted and will continue to act within its mandate.

We are available for a 9:30 a.m. appointment with Justice Morawetz on February 22 but request that you schedule February 23 to accommodate the Monitor's schedule. You may execute the Commercial List Request Form on our behalf.

Yours very truly,

ThorntonGroutFinnigan LLP



James H. Grout

JHG*pt

cc: Seema Aggarwal, *Thornton Grout Finnigan LLP*
John Page, *A. John Page & Associates Inc.*

Seema Aggarwal

From: Seema Aggarwal
Sent: February 17, 2011 11:31 AM
To: Richard Jones; Douglas Turner, Q.C.; Sherry Townsend; Sherry Townsend
Cc: James Grout; 'A. John Page'
Subject: Nelson Financial
Attachments: Turner - Jones - Townsend Feb. 17, 2011.PDF

Please see the attached correspondence.

Sincerely,



Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.



Exhibit "DD"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Seema Aggarwal

From: Sherry Townsend [pppsherry@bellnet.ca]
Sent: February 22, 2011 6:08 PM
To: Doug Turner; Seema Aggarwal
Subject: Re: return of Nelson five million dollars

Good Evening

Could you please return the money asap ,

Regards;

Sherry Townsend
IOO

----- Original Message -----

From: Doug Turner
To: 'Seema Aggarwal'
Sent: Tuesday, February 22, 2011 5:58 PM
Subject: RE: return of Nelson five million dollars

The order was quite clear that the monitor was to return the money forthwith. The IOO does not have to ask for the return of the money. Your client must obey the court order which is effective from its date. He must return the money to the company now.

Doug Turner

From: Seema Aggarwal [<mailto:SAggarwal@tgf.ca>]
Sent: February-22-11 5:30 PM
To: Doug Turner
Cc: James Grout; A. John Page; Richard Jones; stownsend@providercapitalgroup.com; Sherry Townsend
Subject: RE: return of Nelson five million dollars

Doug,

The Representative Counsel for the Noteholders does not act for the Interim Operating Officer. The Monitor will not return the funds until such time as the December 9 Order has been issued. Pursuant to a meeting between the Monitor and the IOO on January 14, 2010, the IOO advised the Monitor that she is not concerned about the immediate return of these funds and is canvassing other investment opportunities.

Sincerely,

TGF
Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

From: Doug Turner [<mailto:doug@pdturner.com>]

Sent: February 22, 2011 12:21 PM

To: Seema Aggarwal

Subject: return of Nelson five million dollars

Seema

You have ignored the requests for the return of the company money which the monitor is holding. You have not even acknowledged the requests. I must have a response today.

Doug Turner

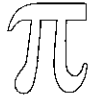


Exhibit "EE"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Richard B. Jones

Business Counsel at Law

100 Yonge Street
Suite 1201
Toronto, CANADA
M5C 2W1

Telephone: 416-863-0576
Fax: 416-863-0092
Mobile: 416-508-6009
Email: richard.jones@sympatico.ca

DELIVERED

February 23, 2011

James H. Grout, Esq.
Thornton Grout Finnigan LLP
Barristers & Solicitors
Suite 3200, Canadian Pacific Tower
100 Wellington Street West
P.O. Box 329
Toronto, ON M5K 1K7

Dear Mr. Grout:

Re: Nelson Financial Group Ltd. ("Nelson Financial")
Your Client: A. John Page & Associates Inc. (the "Monitor")

Your letter dated February 17, 2011 addressed to me, the Representative Counsel and the Interim Operating Officer has been received by all of us. I am instructed to respond on behalf of all three in our respective capacities as officers of the Court.

Your letter claims that the plan of arrangement "is incomplete". It had some typos, which have now been corrected, and it did not have the terms of the litigation trust settled. However, it does fully describe the terms of the treatment of affected creditors. There is no "Plan period" or "Plan Cash Flow" and none is contemplated. The Plan will be fully executed upon implementation expected about 21 days following a sanction order. Since the Plan provides substantially better treatment for the creditors than the plan advocated by your client on behalf of Mr Boutet, the Interim Operating Officer and the Representative Counsel expect Mr Page to endorse it. He has had it for a week now and we would welcome any constructive questions or comments that he may wish to offer.

We note that your client has decided to resile from his decision, communicated in your letter of December 23, 2010, to ask the Court to replace him as the Monitor in this CCAA proceeding. He does so notwithstanding the substantial costs that he has since incurred in work on the implementation of that earlier decision. We have located several professionals who are prepared to act as the replacement monitor within the required limited mandate as agreed on December 9, 2010.

However, we also note that your client now asserts a mandate that constitutes a reversal of substantial parts of the reduction of mandate to which you agreed on his behalf on December 9, 2010. You now assert procedural and other powers and responsibilities for any monitor that are not part of either the substantive law or provided for in the statute. It is the view

of all of the other officers of the Court engaged in this matter that the Monitor appears to seek to extend his ability to burden the creditors with unnecessary or duplicative professional costs in this restructuring. Those creditors have already been subjected to in excess of \$1,600,000 of Monitor's costs for the accomplishment of little beyond a still incomplete claims process and are justifiably outraged.

The Monitor now refuses to agree to the scheduling of a meeting of creditors upon the pretext that he needs to conduct an open-ended review of the entire planning of the restructuring. This is not acceptable to us or to the noteholders. As you know, the Court rejected just such a position by a monitor in the *Sami Atlas* CCAA proceedings in the face of a creditor-proposed plan. The Court held that the creditors are entitled to present their plan and to have a meeting to consider it.

On December 9, 2010, it was agreed that this Monitor would become "the skinniest monitor ever", to use your phrase. It was understood that he would perform only four functions:

- i) He would receive weekly reports of the receipts and disbursements so that he could be satisfied that the business of Nelson Financial remained in a positive cash position;
- ii) He would complete and issue notices of allowances or disallowances in respect of the unsecured creditor claims and to complete the claims process report on the allowed or disputed claims in accordance with the Claims Procedure Order;
- iii) He would review the material at hand and issue two brief reports to the Court respecting the assertions made by John McVey and Larry Debono that they had creditor claims outside of their equity claims, as directed by Justice Pepall in her decision of November 16, 2010; and
- iv) Once a plan of arrangement was filed, he would prepare the report to the Court as to the fairness and reasonableness of the plan of arrangement.

No other functions were contemplated by any of us.

He now asserts broad powers to direct the terms of the restructuring, even though this process is now controlled by the creditors. Such is not within his mandate and is not acceptable to the creditors. The debtor company will not approve accounts for professional time outside of this mandate for payment. The Interim Operating Officer and the Representative Counsel will oppose their approval by the Court when any such accounts are presented for approval.

James H. Grout, Esq.
February 23, 2011
Page 3

The persistence of the monitor in obstructing this process is of serious concern to the Interim Operating Officer and the Representative Counsel. You baldly assert that “the duration of this proceeding has not been due to the conduct of the monitor.” The record does not support this view. From March to October at a cost of over \$1.6 million, Mr Page advocated as feasible a restructuring to be done by the incumbent management under the control of Marc Boutet. This was done notwithstanding that Mr Page knew that Nelson Financial and its other entities had engaged in the fraudulent sale of notes and preferred shares for years. He also should have known that the business was being operated incompetently and was continuing to be burdened by the overhead expenses of Mr Boutet’s other enterprises. Mr Page knew or ought to have known that the plan of arrangement that he presented to the noteholders on July 21 had no reasonable prospect of success.

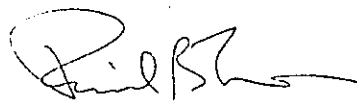
Mr Page should re-examine his own decisions such as not requiring the applicant to make disclosure of both its deepening state of insolvency since 2005 and of the seriousness of the Ontario Securities Commission investigation that had been examining witnesses since the beginning of 2010. In the context of the fact, known to Mr Page but not disclosed, that the debtor had left the sub-prime auto leasing business in June 2007, his conclusions stated in paragraph 17 of his March 22 report and repeated in paragraph 15 of his First Report dated April 15, 2010 are both wrong and disingenuous. The losses actually increased and the insolvency deepened after Mr Boutet let his partner and the president of the company remove \$1,950,000 of “capital” as well as the auto leasing business.

The Monitor knew or ought to have known from March or certainly by the beginning of May at the latest, that no restructuring under the direction, ownership and control of Mr Boutet was possible. In a state of denial of that, he is now attempting to shoot the messenger. Please instruct him to stop such practices. If I am called a villain for speaking an inconvenient truth, it is you and your client who are persisting in the denial at the truth that is now obvious.

The decision of Mr Page to now refuse to depart is regrettable. Imprisoned by his persistent and mistaken beliefs, he has chosen to condemn himself to irrelevance. The dust of his exploded beliefs could have made a fine sunset; instead it will produce a long, costly and unproductive twilight, increasing the costs and losses of the creditors whom he was supposed to serve. We all suggest that he should reconsider his decision.

James H. Grout, Esq.
February 23, 2011
Page 4

Yours truly,

A handwritten signature in black ink, appearing to read "Richard B. Jones". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Richard B. Jones

RBJ/mw

cc: *(by email)*
Nelson Financial Group Ltd.
Attention: Ms. Sherry Townsend
Interim Operating Officer

(by email)
Douglas Turner, Q.C.

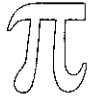


Exhibit "FF"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Seema Aggarwal

From: Seema Aggarwal
Sent: February 23, 2011 2:54 PM
To: 'Richard Jones'
Cc: Doug Turner; James Grout; A. John Page; stownsend@providercapitalgroup.com; Sherry Townsend
Subject: RE: return of Nelson five million dollars

Dick,

The Monitor will transfer the funds into Nelson's account. The Monitor is canvassing with the bank the logistics of doing so today, however, if the money cannot be transferred today, the Monitor anticipates that it will be transferred tomorrow.

To date, the Monitor has not been served with the First Report of the IOO.

Sincerely,



Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

From: Richard Jones [mailto:richard.jones@sympatico.ca]
Sent: February 23, 2011 1:59 PM
To: Seema Aggarwal
Cc: Doug Turner; James Grout; A. John Page; stownsend@providercapitalgroup.com; Sherry Townsend
Subject: Re: return of Nelson five million dollars

Dear Ms Aggarwal:

The company will hold these funds with its other working capital in bank accounts and in bank or government quality instruments pending their use in its lending business. As the First Report of the IOO makes clear, the company has new vendors prepared to do business with it as soon as its plan of arrangement is approved. It must be able to assure these vendors of its financial capability. Please confirm that your client has effected the bank transfer today to the Nelson Financial account. The company will make arrangements with the bank.

Yours truly

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.
Business Counsel at Law
100 Yonge Street, Suite 1201

Toronto, Ontario
Canada M5C 2W1

Office: (416) 863-0576
Office Fax: (416) 863-0092
Mobile: (416) 508-6009
Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

On 2011-02-23, at 12:33 PM, Seema Aggarwal wrote:

Dick,

Please advise us of the nature of the investment in which the Interim Operating Officer proposes to invest the \$5 million trust funds.

Sincerely,

<image001.jpg>

Seema Aggarwal | sagggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

From: Richard B. Jones [<mailto:richard.jones@sympatico.ca>]
Sent: February 23, 2011 5:25 AM
To: Seema Aggarwal
Cc: Doug Turner; James Grout; A. John Page; stownsend@providercapitalgroup.com; Sherry Townsend
Subject: Re: return of Nelson five million dollars

Dear Ms. Aggarwal:

While the Representative Counsel may not "act" for the Interim Operating Officer, I do. She has instructed me to take steps to enforce the rights of the company under the order pronounced by Justice Pepall on December 9, 2010. As she has confirmed to you and to Mr Page several times, the funds held by him in trust are to be returned.

The statement in your second sentence ignores the law concerning the effect of orders made by a Court. The order of Justice Pepall was "issued" when she pronounced it in Court and it is effective from that moment. There is no uncertainty on the particular point concerning the trust funds as is clear from her endorsement. A formal order has not yet been entered but there is no issue in settling that order that bears on this direction given to the monitor. With regard to settling the rest of the order we have only one issue relating to the mention of Mrs Debono and Larr Engineered Prototypes that your client has now asked to have added. I note that you have not responded to my email addressing that issue. Presumably, you will be content to have Justice Morawetz settle the orders of November 16 and of December 9 when we see him on Monday.

It was explicitly agreed by him on December 9, 2010 that this would be done as soon as the gic's or cd's in which the funds were invested matured in order to avoid any penalty or loss of interest. Mr Page stated that this would be before the end of the year. Whatever response Ms. Townsend gave to whatever inquiry that Mr Page may have made on January 14, such as whether the funds were needed urgently, is now irrelevant. He is required to act in accordance with orders of the Court and the beneficiary of his trust.

The monitor has a legal duty to deliver the funds held by him in trust to the company. Rule 48 of the BIA Rules applies. That must be done today failing which the Interim Operating Officer will take proceedings to enforce the rights of the debtor company under Justice Pepall's Order.

Yours truly

Richard B. Jones, B.A.Sc., LL.B., LL.M., P.Eng.
Business Counsel at Law
100 Yonge Street, Suite 1201
Toronto, Ontario
Canada M5C 2W1

Office: (416) 863-0576
Office Fax: (416) 863-0092
Mobile: (416) 508-6009
Email: richard.jones@sympatico.ca

NOTE: This email message is intended only for the recipients named above and may contain information that is privileged, confidential or exempt from disclosure under applicable law. Any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this email message in error or are not the named recipient, please immediately notify the sender and delete this email message. Thank you.

On 2011-Feb-22, at 5:29 PM, Seema Aggarwal wrote:

Doug,

The Representative Counsel for the Noteholders does not act for the Interim Operating Officer. The Monitor will not return the funds until such time as the December 9 Order has been issued. Pursuant to a meeting between the Monitor and the IOO on January 14, 2010, the IOO advised the Monitor that she is not concerned about the immediate return of these funds and is canvassing other investment opportunities.

Sincerely,

<image003.jpg>

Seema Aggarwal | saggarwal@tgf.ca | Direct Line: 416-304-0603 | Thornton Grout Finnigan LLP | Suite 3200, Canadian Pacific Tower, 100 Wellington Street West, P.O. Box 329, Toronto-Dominion Centre, Toronto, Ontario M5K 1K7 | Phone : 416-304-1616 | Fax: 416-304-1313 | www.tgf.ca

PRIVILEGED & CONFIDENTIAL - This electronic transmission may be subject to solicitor/client privilege and contains confidential information intended only for the person(s) named above. Any other distribution, copying or disclosure is strictly prohibited. If you have received this e-mail in error, please notify our office immediately by calling (416) 304-1616 and delete this e-mail without forwarding it or making a copy.

From: Doug Turner [<mailto:doug@pdturner.com>]

Sent: February 22, 2011 12:21 PM

To: Seema Aggarwal

Subject: return of Nelson five million dollars

Seema

You have ignored the requests for the return of the company money which the monitor is holding. You have not even acknowledged the requests. I must have a response today.

Doug Turner



Exhibit "GG"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Nelson Financial Group Ltd.

The attached document entitled "Weekly Cash Flow Forecast for the 15 week period ending March 4, 2011" is the most up to date version in the possession of the Monitor of projections that were being prepared by Ms Stephanie Lockman Sobol and Ms Sherry Townsend as Interim Operating Officer of Nelson to support an application for an extension of the stay of proceedings from December 3, 2010 to and including February 28, 2011. Ms Townsend never executed a Section 10(2)(b) of the CCAA management representation letter pertaining to these projections. A Section 10(2)(b) of the CCAA management representation letter has accompanied the initial application cash flow projections and all subsequent cash flow projections presented in support of extension applications prior to the extension application heard on December 1, 2010.

Since no management representation letter was ever signed, the Monitor was unable to complete and provide its Report on the Cash Flow that has accompanied all earlier cash flows submitted in support of extension applications.

This cash flow is therefore not an "approved" cash flow. However, in the absence of any better information, the Monitor has been comparing actual weekly results to this cash flow.

S:\DATA\WP\CLIENTS\NELSON\NOTE4CF1.WPD

Nelson Financial Group Ltd
 Weekly Cash Flow Forecast
 For the 15 week period ending March 4, 2011

DRAFT

Updated Cash Flow Projection

Unaudited

Week Ending

	26-Nov-10	03-Dec-10	10-Dec-10	17-Dec-10	24-Dec-10	31-Dec-10	07-Jan-11	14-Jan-11	21-Jan-11	28-Jan-11	04-Feb-11	11-Feb-11	18-Feb-11	25-Feb-11	04-Mar-11	Total
Opening Cash	888,248	\$751,066	\$661,578	\$837,689	\$786,992	\$932,791	\$1,065,039	\$1,165,547	\$1,231,899	\$1,226,356	\$1,353,338	\$1,365,907	\$1,642,387	\$1,613,077	\$1,790,851	\$888,248
Total Operating Receipts	348,958	317,817	354,136	275,728	261,812	216,260	397,793	250,377	297,932	250,007	314,374	399,005	269,815	310,299	269,275	4,533,587
Disbursements:																
Payroll and benefits	56,500	5,000	41,000		41,000		46,000		41,000		46,000		41,000		46,000	369,500
Rent	6,780	6,780					6,780				6,780				6,780	27,120
SG&A	18,000	20,000	21,000	7,000	17,000	26,000	20,000	68,000	16,500	7,000	20,000	6,500	6,500	16,500	20,000	290,000
Other	90,000															90,000
Net new Deal Funding	116,025	116,025	116,025	116,025	58,013	58,013	116,025	116,025	116,025	116,025	116,025	116,025	116,025	116,025	116,025	1,624,350
Payments to Noteholders																
Payments to Pref Shareholders	295,614	169,500		203,400		108,480			129,950		113,000		135,600		101,700	1,257,244
Restructuring Costs																
Total Disbursements	486,139	407,305	178,025	326,425	116,013	84,013	297,285	184,025	303,475	123,025	301,805	122,525	299,125	132,525	290,505	3,652,214
Net Operating Cash Flow	(137,151)	(69,489)	176,111	(50,697)	145,799	132,247	100,508	66,352	(5,543)	126,982	12,569	276,480	(29,310)	177,774	(21,230)	881,373
Closing Cash Nelson Accounts	\$751,066	\$661,578	\$837,689	\$786,992	\$932,791	\$1,065,039	\$1,165,547	\$1,231,899	\$1,226,356	\$1,353,338	\$1,365,907	\$1,642,387	\$1,613,077	\$1,790,851	\$1,769,621	\$1,769,621
Cash Held In Trust	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000
Closing Cash	\$5,751,066	\$5,661,578	\$5,837,689	\$5,786,992	\$5,932,791	\$6,065,039	\$6,165,547	\$6,231,899	\$6,226,356	\$6,353,338	\$6,365,907	\$6,642,387	\$6,613,077	\$6,790,851	\$6,769,621	6,769,621

See attached schedule entitled - Notes/Probable and Hypothetical Assumptions underlying Weekly Cash Flow Forecast for the 15 week period ending March 4, 2011

NELSON FINANCIAL GROUP LTD. ("Nelson")
NOTES/PROBABLE AND HYPOTHETICAL ASSUMPTIONS UNDERLYING
WEEKLY CASH FLOW FORECAST FOR THE 15 WEEK PERIOD ENDING
MARCH 4, 2011

DRAFT

1. The Cash Flow Forecast has been prepared by Nelson to support a further application to extend the stay of proceedings first ordered when Nelson filed for and obtained protection from its creditors pursuant to the Companies Creditors' Arrangement Act ("CCAA") on March 23, 2010.
2. Nelson is assumed to continue to operate on a going concern basis throughout the Cash Flow Period.
3. Opening Cash - The actual reconciled cash balance on November 19, 2010.
4. Net new lending forecasts are based on recent historical trends.
5. No significant changes in underwriting criteria and related loan pricing.
6. Collection of accounts receivable is based on historical average collection patterns having regard to the declining loan balances and the change in the mix of lending.
7. All payments include HST.
8. Payroll costs are based on 21 full time staff. Employee liabilities are assumed to be paid in the ordinary course. All other pre filing liabilities are stayed as a result of the CCAA proceedings.
9. Payments of investor interest, investor redemptions, preferred share dividends and preferred share redemptions are stayed as a result of the CCAA proceedings.
10. Rent payments are on the basis of existing lease arrangement at the Pickering location only.
11. Selling, general and administrative expenses are calculated based on the recent patterns of payment in which variable components are lower than historical levels reflecting lower loan volumes. Included in S.G.&A. are: i) payments to the management consultant engaged by the Interim Operating Officer of \$14,000 during December and \$61,000 during January and ii) a payment of \$20,000 in December to external accountants for the preparation of tax returns.
12. "Other" represents the Court approved payment to Gowlings.
13. Restructuring costs represent projected payments on account of the fees and expenses of the Monitor, the Monitor's counsel, the Noteholders' Representative Counsel and Independent Counsel to the Interim Operating Officer.

14. Cash Held in Trust represents the funds being held in trust for Nelson by A. John Page & Associates Inc. pursuant to the Order of the Honourable Madam Justice Pepall dated November 12, 2010.
15. No interest is forecast on the Cash Held In Trust during the period of the forecast as the funds have been invested in a redeemable one year GIC.
16. The Cash Flow Forecast does not include any payments that might flow from of the successful adoption of a plan of compromise or arrangement.

S:\DATA\WP\CLIENTS\NELSON\CFASS10C.WPD

DRAFT

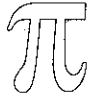


Exhibit "HH"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Neison Financial Group Ltd
 Weekly Cash Flow Forecast
 For the 15 week period ending March 4, 2011

	Unaudited Actual/Projected Cash Flows															
	Week Ending															
	Actual														Projected	
	26/11/2010	03/12/2010	10/12/2010	17/12/2010	24/12/2010	31/12/2010	07/01/2011	14/01/2011	21/01/2011	28/01/2011	04/02/2011	11/02/2011	18/02/2011	25/02/2011	04/03/2011	Total
Opening Cash	888,248	\$752,427	\$981,851	\$1,059,105	\$1,202,706	\$1,365,018	\$1,544,820	\$1,724,215	\$1,879,570	\$1,906,228	\$2,056,082	\$2,186,551	\$2,169,797	\$2,140,487	\$2,318,261	\$888,248
Total Operating Receipts	309,644	347,111	261,108	288,112	258,548	210,999	291,079	212,205	349,577	206,622	310,685	227,803	269,815	310,299	269,275	4,122,882
Disbursements:																
Payroll and benefits	49,353	5,417	35,231	36,178	36,178	41,778	41,778	91,768	91,768	91,768	41,921	41,921	41,000	46,000	388,646	
Rent		5,780		6,780	6,780	6,780	6,780	6,780	6,780	6,780	6,780	6,780	6,780	6,780	6,780	26,120
SG&A	15,072	15,318	11,751	15,434	27,212	200	21,183	9,176	11,173	10,322	47,997	11,295	6,500	16,500	20,000	239,193
Other		90,000														90,000
Not new Deal Funding	86,270	91,172	46,873	24,249	32,847	24,416	48,523	47,674	42,454	39,666	69,950	75,752	116,025	116,025	116,025	977,921
Payments to Noteholders																
Payments to Pref Shareholders																
Restructuring Costs	294,769			104,828				177,525					135,600		101,700	992,281
Total Disbursements	445,465	117,687	183,654	144,511	86,236	31,396	111,484	56,850	322,919	56,768	180,216	244,557	299,125	132,525	290,505	2,714,098
Net Operating Cash Flow	(135,821)	229,424	77,254	143,601	182,312	179,603	179,695	165,355	26,658	149,854	130,469	(16,754)	(29,310)	177,774	(21,230)	1,408,784
Closing Cash	\$752,427	\$981,851	\$1,059,105	\$1,202,706	\$1,365,018	\$1,544,820	\$1,724,215	\$1,879,570	\$1,906,228	\$2,056,082	\$2,186,551	\$2,169,797	\$2,140,487	\$2,318,261	\$2,297,031	\$2,297,032
Cash Held in Trust	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000	\$5,000,000
Closing Cash	\$5,752,427	\$5,981,851	\$6,059,105	\$6,202,706	\$6,365,018	\$6,544,820	\$6,724,215	\$6,879,570	\$6,906,228	\$7,056,082	\$7,186,551	\$7,169,797	\$7,140,487	\$7,318,261	\$7,297,031	\$7,297,032

Note
 The Projected receipts and disbursements were taken from the Unapproved Weekly Cash Flow Forecast for the 15 week period ended March 4, 2011. Please see the note attached to that cash flow.



Exhibit "II"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Nelson Financial Group Ltd
Weekly Cash Flow Forecast
For the 15 week period ending March 4, 2011

Cash Flow Variance Report
Unaudited

	Week Ending															
	26-Nov-10	03-Dec-10	10-Dec-10	17-Dec-10	24-Dec-10	31-Dec-10	07-Jan-11	14-Jan-11	21-Jan-11	28-Jan-11	04-Feb-11	11-Feb-11	18-Feb-11	25-Feb-11	04-Mar-11	Total
Opening Cash	(0)	\$1,361	\$320,273	\$221,415	\$415,713	\$432,225	\$479,580	\$558,667	\$647,670	\$679,870	\$702,742	\$820,642	\$827,408	\$827,408	\$527,408	(\$0)
Total Operating Receipts	(39,314)	29,294	(93,028)	12,384	(3,264)	(5,261)	(106,714)	(38,172)	51,645	(43,385)	(3,689)	(171,202)	0	0	0	(410,705)
Disbursements:																
Payroll and benefits	(7,147)	417	(5,769)	0	(4,822)	0	(4,222)	0	50,768	0	(4,079)	0	0	0	0	25,146
Rent	0	(1,000)	0	0	(6,780)	6,780	(6,780)	0	6,780	(6,780)	(6,780)	0	0	0	0	(1,000)
SG&A	(2,928)	(4,682)	(9,249)	8,434	10,212	(25,800)	1,183	(58,824)	(5,327)	3,322	27,997	4,795	0	0	0	(50,867)
Other	0	(90,000)	90,000	0	0	0	0	0	0	0	0	0	0	0	0	0
Net new Deal Funding	(29,755)	(24,853)	(69,182)	(91,776)	(25,166)	(33,587)	(67,502)	(68,351)	(73,571)	(76,359)	(46,075)	(40,273)	0	0	0	(646,429)
Payments to Nonholders	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Payments to Pref Shareholders	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Restructuring Costs	(645)	(169,500)	0	(98,572)	0	(108,480)	0	0	47,575	0	(92,682)	157,511	0	0	0	(264,964)
Total Disbursements	(40,675)	(289,618)	(99,856)	(181,914)	(19,776)	(52,617)	(185,801)	(127,175)	19,445	(66,257)	(121,589)	122,033	0	0	0	(938,119)
Net Operating Cash Flow	1,361	318,912	(99,856)	184,298	16,512	47,356	79,087	89,003	32,200	22,872	117,900	(293,235)	0	0	0	527,408
Closing Cash Nelson Accounts	\$1,361	\$320,273	\$221,415	\$415,713	\$432,225	\$479,580	\$558,667	\$647,670	\$679,870	\$702,742	\$820,642	\$827,408	\$827,408	\$527,408	\$527,408	\$527,408
Funds Held In Trust	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Closing Cash	\$1,361	\$320,273	\$221,416	\$415,714	\$432,227	\$479,581	\$558,668	\$647,671	\$679,872	\$702,744	\$820,644	\$827,410	\$827,410	\$527,410	\$527,410	\$527,411

Note

This Report shows the difference between the actual receipts and disbursements of Nelson as reported to the Monitor and the receipts and disbursements detailed on the Unapproved Weekly Cash Flow Forecast for the 15 week period ended March 4, 2011. Please see the note attached to that cash flow.

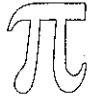


Exhibit "JJ"

Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

Seema Aggarwal

Subject: FW: Debono/McVey claims

----- Original Message -----

From: Doug Turner

To: John Page

Sent: Saturday, December 11, 2010 12:38 PM

Subject: Debono/McVey claims

John

By paragraph 35 of the Court Order released November 16, 2010 relating to the preference shareholder rights, the court ordered the DeBono and McVey claims to be investigated and a resolution considered.

The IOO is presently looking into the records of the company to provide you with the information you will need to report back to the Court.

The IOO is in contact with DeBono to obtain certain details and is also examining the records with respect to the McVey claim of unauthorized conversion.

We expect to be able to provide you with the information on a timely basis. After you have reviewed it perhaps the most expeditious way of dealing with any further information you require and to avoid unnecessary expense would be to contact the IOO directly.

Doug Turner



Exhibit "KK"

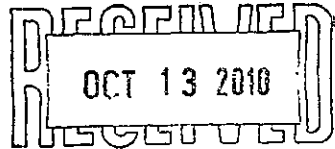
Twelfth Report of
A. John Page & Associates Inc.
In its Capacity as the Monitor of
Nelson Financial Group Ltd.
Dated February 24, 2011

M

**ONTARIO
SUPERIOR COURT OF JUSTICE**

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,

R.S.C. 1985,c. C-36, AS AMENDED



**AFFIDAVIT OF LARRY DEBONO
(Sworn Oct 12/2010)**

I, LARRY DEBONO, of the City of PICKERING, in the Province of Ontario, MAKE OATH AND SAY AS FOLLOWS:

1. I am an investor who has preferred shares and notes issued by Nelson Financial. I act as an investor or myself, wife, and Larr Engineered Prototypes. I have a good understanding of preferred shares, notes, debentures, common stock, etc. in relation to investments. I can understand financial statements when presented to me as I operate my own business. I have been investing with Nelson Financial since 2006 and during all that time, I was unaware that Nelson Financial had financial difficulties until applying for CCAA protection with released financial statements as found on A John Page announcement letter and Website. An ongoing investigation of Ontario Securities Commission of Nelson Financial dealings with investors unknown to me when started Sept 2010. If I had known Nelson Financial was losing money, I would never had invested further and asked for the return of monies invested promptly. During this time, I frequently asked management and staff, and on occasion in witness of individuals, at Nelson Financial about their financial state and was always told it was sound and the company was profitable. Thus I continued to invest.

Attached hereto,
 EXIBIT 'A', A John Page announcement letter 26 Mar 10
 EXIBIT 'B', Nelson Financial statement summary as found on A John Page website
 EXIBIT 'C', Nelson Financial statement and 'going concern' statement from Price Waterhouse Coopers as found on A. John Page website
 EXIBIT 'D', typical promotional letter from Nelson Financial

2. The purpose of my Affidavit is to provide evidence to my claims for both myself and Larr Engineered Prototypes against Nelson Financial and thus be determined as creditor claims and NOT equity claims as evidenced above except for those claimed as 'shareholder loans'. The amounts as per 'Notice of shareholding' dated 6 Aug 10 from A. John Page.

EXIBIT 'E', shareholding on record of Larry Debono
 EXIBIT 'F', shareholding on record of Larr Engineered Prototypes

3. EVIDENCE TO SUPPORT MY CLAIM OF DIVIDENDS PAID/UNPAID AS SHAREHOLDER LOANS

My claim that dividends paid/unpaid to myself and Larr Engineered Prototypes are to be treated as 'shareholder loans' in the context of Ms. Pillon's (Opinion letter of Stikeman Elliott dated 11 Aug 10) independent report to monitor as per website of A John Page and referring to page '16'.

Attached hereto as EXHIBIT 'G'.

No DRIP plan exists for unpaid/paid dividends at Nelson Financial. I never received details of this from Nelson Financial with term sheets issued. One term sheet (Deal 1011 for \$300006.73, A John Page tracking 522#275-3002-1011) does not even mention a DRIP plan in the term sheet.

This was outlined in many emails to A. John Page and Ms Pillon. Also referring to letter to Marc Boutet dated 17Jun 10 and covering letter to Collen Delaney dated 7Sept 10. The Proof of Claims are on file with A John Page for Myself and Larr Engineered Prototypes.

Attached hereto

EXHIBIT 'H', letter to Marc Boutet dated 17Jun 10

EXHIBIT 'I', covering letter to Collen Delaney with proof of claim submission

EXHIBIT 'J', Proof of Claim submission to A John Page for Larry Debono

EXHIBIT 'K' Proof of Claim submission to A John Page for Larr Engineered Prototypes

EXHIBIT 'L' sample T5 tax slips showing trend of compounding for deal 1011

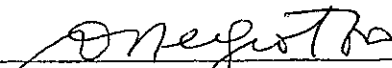
EXHIBIT 'M' revised Proof of Shareholding submitted to A John Page with Proof of Claim

EXHIBIT 'N', term sheet for deal 1011, tracking 522#275-3002-1011

EXHIBIT 'O', typical email to Marc Boutet and A. John Page


Sworn before me at the City of PICKERING, in the

Province of Ontario, on 12 OCT 2010.



Commissioner for Taking Affidavits

Adriana Assunta Negrotto,
a Commissioner, etc., Region of Durham,
for the Corporation of the City of Pickering.
Expires April 22, 2013.



LARRY DEBONO

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT

OF

NELSON FINANCIAL GROUP LTD.

Court File No.: 10-8630-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceedings commenced at Toronto

TWELFTH REPORT OF A. JOHN PAGE &
ASSOCIATES INC. IN ITS CAPACITY AS THE
MONITOR OF THE APPLICANT
DATED FEBRUARY 24, 2011

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

A. John Page
Tel: 416-364-4894
Fax: 416-364-4869