

This is Exhibit "A" referred to
in the Affidavit of Brenda Bissell
sworn before me herein
this 12th day of April, 2011.



A Commissioner for taking Affidavits, etc.

Michael David Saccucci, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires July 6, 2013.

[REDACTED]

From: committee@nelsonnoteholders.ca
Date: October 7, 2010 12:01:44 PM GMT-04:00
To: "Brenda Bissell" <elbie@golden.net>
Subject: Re: [Fwd: noteholder's committee]

Hi Brenda,

Unfortunately, there is no plain English Nelson 101 or FAQ. The information that I shared with you, is really a general overview from all the info that you would have seen in the volume of documents on John Page's Website. Some of the information I shared with you has not been published at this time, but will be. Really, the next steps at this point is for a "restructuring plan" to be presented to all of the noteholders. There will then be a meeting where all the noteholders can come and ask questions and get info needed to make an informed decision on how they want to vote and what options will be offered. After October 18 and 19 court dates, it will be worthwhile to have a read of the documents that's will be published at that point. I expect that it will be quite clear on what the current situation is with the company.

Hope this helps.

Tina

> Hi Tina,
> Is there anywhere where there is "Nelson 101" (or 201) information in
> plain English? I found the website - but it was just links to four e-
> mail addresses. And I've found the Monitor's website, but that was all
> legal documents. If you have general information or FAQ which you've
> already e-mailed to others, I'd be grateful if you could e-mail it to
> me, once you get a chance.
> Thanks for all the effort and time that you are putting into all this!
> Brenda Bissell
>
>
>
> On 7-Oct-10, at 8:11 AM, committee@nelsonnoteholders.ca wrote:
>

>> Hi Brenda,

>>

>> Thanks for your prompt reply and support.

>>

>> Tina

>>

>>

>>

>

>

This is Exhibit " B " referred to
in the Affidavit of Brenda Bissell
sworn before me herein
this 12th day of April, 2011.



A Commissioner for taking Affidavits, etc.

Michael David Saccucci, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires July 6, 2013.

[REDACTED]

Begin forwarded message:

From: committee@nelsonnoteholders.ca
Date: November 15, 2010 5:10:39 PM GMT-05:00
To: committee@nelsonnoteholders.ca
Subject: Nelson Update

November 15, 2010

Dear Nelson Noteholder,

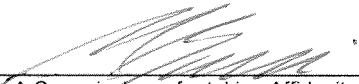
We are writing to update you as to recent events regarding Nelson Financial. After a challenging few weeks since we asked for your support to have Marc Boutet (the owner and president of Nelson Financial), removed, he has now left the company as of Friday, November 12. One of the Noteholders' Committee members, Ms. Sherry Townsend has been appointed as the Interim Operating Officer and has brought with her a team of qualified individuals to assess the current status of the company and also to assist in the development of a plan to be presented to all Noteholders as soon as possible.

We will continue to update you as to our progress and would ask if you would please check your email on a daily basis over the coming weeks as we may need to come to you once again for your support in order assist in moving the business and plan forward in a timely manner.

Once again, we thank you for your continued support and we will continue to endeavour to reach a conclusion to this process.

The Noteholders' Committee

This is Exhibit " C " referred to
in the Affidavit of Brenda Bissell
sworn before me herein
this 12th day of April, 2011.



A Commissioner for taking Affidavits, etc.

Michael David Saccucci, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires July 6, 2013.

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MADAM)
JUSTICE PEPALL)
)
)

MONDAY, THE 22nd DAY
OF NOVEMBER, 2010

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF NELSON FINANCIAL GROUP LTD. (the
"Applicant")

Applicant

ORDER

THESE MOTIONS made by **Douglas Turner, Q.C.**, in his capacity as the Court-appointed Representative Counsel (the "**Representative Counsel**") for the holders of promissory notes issued by the Applicant (collectively, the "**Noteholders**" and each a "**Noteholder**"), for the relief set out in the Amended Notice of Motion dated November 12, 2010 (the "**Representative Counsel Notice of Motion**") and made by A. John Page & Associates Inc., in its capacity as the Court-appointed Monitor of the Applicant (the "**Monitor**") for the relief set out in its Notice of Motion dated November 12, 2010 (the "**Monitor Notice of Motion**") were heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the material filed, including the Representative Counsel Notice of Motion, the First Report of the Representative Counsel dated November 3, 2010 (the “**Rep Counsel First Report**”), the Second Report of the Representative Counsel dated November 15, 2010 (the “**Rep Counsel Second Report**”), the Affidavit of Douglas Turner sworn November 16, 2010, the Affidavit of Richard B. Jones sworn November 17, 2010, the Monitor’s Motion Record dated November 12, 2010, the Ninth Report of the Monitor dated November 15, 2010 (the “**Ninth Report**”), the Supplemental to the Ninth Report of the Monitor dated November 18, 2010 and the Affidavit of A. John Page sworn October 26, 2010, the Affidavit of James H. Grout sworn October 29, 2010 and the two Affidavits of Tina M. Woodside sworn November 17, 2010 (collectively, the “**Motion Materials**”), and on hearing from counsel for the Representative Counsel, counsel for the Monitor, counsel for the Applicant, counsel for Staff of the Ontario Securities Commission (the “**OSC**”), no one else appearing although duly served as appears from the Affidavits of Service filed:

SERVICE

1. **THIS COURT ORDERS** that, *nunc pro tunc*, the Monitor shall serve the Motion Materials on the holders of preferred shares issued by the Applicant (the “**Preferred Shareholders**”) as follows:
 - (a) by posting copies of the Motion Materials on the Monitor’s website; and
 - (b) by delivering, by courier, copies of the Motion Materials to all of the Preferred Shareholders who made oral submissions to this Court on October 18, 2010 except for Mr. John McVey who shall be served by email.

2. **THIS COURT ORDERS** that the time for service of the Motion Materials is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.

CHANGE OF MANAGEMENT OF APPLICANT: APPROVAL OF THE HEADS OF AGREEMENT

3. **THIS COURT ORDERS** that the arrangements proposed between the Applicant, Nelson Financial Group Ltd., and each of Marc Boutet (“Boutet”) and Stephanie Lockman Sobol (“Sobol”) as set out in the Heads of Agreement dated November 11, 2010 attached as Exhibit “C” to the Ninth Report of the Monitor filed (the “Heads of Agreement”) be and the same are hereby approved and the Applicant is authorized and directed to take all reasonable steps to implement the same, including without limitation to enter into the engagement letter with Ms Sherry Townsend or her service corporation for her retainer as the Interim Operating Officer as hereinafter defined of the Applicant, to accept the common shares of Marc Boutet or any associate or affiliate for cancellation, to accept the resignation of Marc Boutet as an officer, employee and the director of the Applicant, to exchange general releases with Marc Boutet and with Nelson Mortgage Group Ltd., to grant the limited release to Stephanie Lockman Sobol and to enter into the interim employment arrangements with Stephanie Lockman Sobol all and on the terms provided for in the Heads of Agreement.

THE APPOINTMENT AND ROLE OF THE INTERIM OPERATING OFFICER

4. **THIS COURT ORDERS** that the engagement by the Applicant of Ms. Sherry Townsend as its interim chief executive officer to direct and manage all of its business operations and to manage all efforts to develop a plan for the restructuring of the Applicant or of its business,

assets and undertaking on and subject to the Engagement Letter filed and the Orders of this Court be and it is hereby approved and the Applicant is authorized to enter into such engagement and to give it full force and effect.

5. **THIS COURT ORDERS** that Ms. Sherry Townsend is hereby appointed to be the Interim Operating Officer (“IOO”) of the Applicant on and subject to the terms of the Engagement Letter and of this Order.

6. **THIS COURT ORDERS** that Ms Sherry Townsend shall be and she is hereby appointed as an officer of this Court to be the IOO over and in respect of all of the Property (as defined in the Initial Order of the Honourable Madam Justice Pepall dated March 23, 2010 (the “**Initial Order**”)) of the Applicant and is hereby directed and empowered to supervise and manage the business and affairs of the Applicant and shall have the powers, responsibilities and duties of the chief executive officer of the Applicant, subject to the supervision of the Monitor. In particular, the IOO is authorized and empowered to do the following:
 - (a) enter into and execute any and all ancillary documents and take all such other steps or acts necessary to implement the terms of the Heads of Agreement, including, without limitation, executing the releases in favour of Boutet, Sobol and Nelson Mortgage Group Inc. contemplated therein;

 - (b) approve all expenditures and commitments of the Applicant, provided that the IOO shall be required to approve all expenditures and commitments of the Applicant in excess of \$10,000.00 and shall be required to obtain the approval, in advance, of the Monitor for all expenditures and commitments over \$20,000.00;

- (c) authorize payments out of any account of the Applicant whether by cheque, internet banking or otherwise, provided that the IOO shall be required to actively authorize all payments in excess of the amount of \$10,000.00 and shall be required to obtain the approval, in advance, of the Monitor of all payments over the amount of \$20,000.00;
- (d) take such actions and steps, and execute such documents and writings as may be required to cause or permit the Applicant to do all things authorized, directed and permitted pursuant to the terms of the Initial Order and any subsequent Orders of this Court, subject to the terms of those Orders;
- (e) take such steps as in the opinion of the IOO are necessary or appropriate to maintain control over all receipts and disbursements of the Applicant including, without limiting the generality of the foregoing, take such steps as are necessary or desirable to control and use all bank accounts, investment accounts or financial instruments of the Applicant;
- (f) the IOO, together with such other persons as she may designate in writing with the approval of the Monitor, shall become signing officers of all bank accounts of the Applicant and the Applicant's banks are hereby directed, when notified in writing by the IOO and the Monitor, to revoke any existing signing authorities in respect of any accounts of the Applicant and to act on the instructions only all of the IOO and her designated signing officers;

- (g) retain and terminate the employment or services contracts of employees, agents or consultants of the Applicant and otherwise deal with human resources and other organization issues on behalf of the Applicant;
- (h) conduct such inquiries and investigations as she shall determine to be necessary to identify the fair value of the assets, undertaking and business enterprise of the Applicant for the purposes of a viable restructuring of such for the benefit of the creditors of the Applicant and to represent the Applicant having regard to the best interests of its creditors in any negotiations with any prospective acquirer or plan sponsor in respect of any restructuring plan for the Applicant or its business or assets;
- (i) retain advisory counsel, including the Representative Counsel and its special counsel, to review claims and rights that the Applicant may have against any person or persons and to cause the Applicant to commence such actions or proceedings as may be recommended by such counsel and approved by the Monitor or further Order of this Court to preserve or perfect such claims and rights;
- (j) communicate with and provide information to the Monitor, the Representative Counsel and the Court regarding the business and affairs of the Applicant and the progress of plans for the restructuring of the Applicant or its business or assets; and
- (k) take all such steps and actions, enter into and execute all such agreements and documents and incur such expenses and obligations for or on behalf of the Applicant as may be necessary or incidental to the exercise of the powers of the IOO in order to continue the operation of the business of the Applicant and to preserve and protect its

assets and undertaking including its going-concern business, including preparing plans for any restructuring.

7. **THIS COURT ORDERS** that the IOO shall be entitled to all of the benefits and protections afforded to the Monitor or to any director of the Applicant under the terms of the Initial Order made on March 23, 2010 in this proceeding including, without limitation, those provided in paragraphs 18, 19, 20, 25 and 27 of the Initial Order, provided that, for the benefit of the IOO only, the amount of the Directors' Charge as defined in the Initial Order is hereby increased to \$1,000,000 in both paragraphs 20 and 31 of the Initial Order.
8. **THIS COURT ORDERS AND DIRECTS** that the IOO shall immediately advise the Monitor if, in the opinion of the IOO, there is a material adverse change in the operations of the Applicant or in the event that the IOO has any major concerns regarding the operations of the Applicant.
9. **THIS COURT ORDERS** that none of the IOO and any of the employees of or consultants to the IOO or to the Applicant shall be deemed to be a director of the Applicant pursuant to section 115(4) of the *Business Corporations Act* (Ontario) or otherwise.
10. **THIS COURT ORDERS** that the IOO may from time to time apply to this Court for advice and directions in the discharge of her powers and duties hereunder.

EXPANSION OF MONITOR'S POWERS UNDER INITIAL ORDER

11. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights and obligations under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c.C-36, as amended (the "CCAA") and the Initial Order be and it is hereby empowered and directed to:

- (i) supervise, cooperate with and complement the work of the IOO and the Representative Counsel in the development of plans for the restructuring and refinancing of the business, assets and undertaking of the Applicant and the development and negotiation of transactions to implement such plans with a view to the maximization of recoveries for the unsecured creditors;
- (ii) have full continuing access to all transactions in the bank accounts, payments and receipts of the Applicant while such shall be controlled and operated by the IOO;
- (iii) provide full access to all records of or pertaining to the Applicant as are in the possession or under the control of the Monitor, on the execution of confidentiality agreements satisfactory to the Monitor and its counsel, for the coordination and provision of opportunities for prospective investors or plan sponsors to conduct due diligence investigations with respect to any such restructuring opportunities as the Monitor, the IOO and the Representative Counsel shall determine may be beneficial to the interests of the unsecured creditors; and
- (iv) Consult with the IOO and the Representative Counsel with respect to the restructuring of the Applicant.

12. THIS COURT ORDERS AND DIRECTS that the Monitor, in addition to its duties under the CCAA, the Initial Order and any other Orders in these proceedings, is hereby empowered to take such other actions and fulfil such other roles as are authorized by this Order and the CCAA and that, in taking such other actions and in fulfilling such other roles, the Monitor shall have all of the benefits and protections afforded to the Monitor pursuant to the CCAA, the Initial Order and this Order.

13. **THIS COURT ORDERS** that the Monitor shall continue to have the benefit of all of the protections and priorities as set out in the CCAA and the Initial Order and any such protections and priorities shall apply to the Monitor in fulfilling its duties under this Order or carrying out the provisions of this Order.

THE REPRESENTATIVE COUNSEL

14. **THIS COURT ORDERS** that the Order of this Court made on June 15, 2010 appointing the Representative Counsel is hereby amended to expand the Mandate of the Representative Counsel to include the following:

- (a) To take such steps, in consultation with representative Noteholders as he may determine, the Monitor and the IOO that he may determine in his professional judgment to be prudent and reasonable, for the preservation and protection of the rights of Noteholders generally in respect of their investment in and claims against the Applicant, including the prosecution of such proceedings including preference, fraudulent conveyance, derivative or oppression actions as the Representative Counsel may determine to be necessary to preserve, protect or enforce any such rights;
- (b) to develop, in consultation with representative Noteholders as he may determine, the Monitor and the IOO, transactions with any persons willing to invest capital or management skills in the Applicant or otherwise to sponsor any restructuring plan for the restructuring or refinancing of the Applicant or its business and assets to be implemented by way of a plan or plans of compromise and arrangement in respect of the Applicant or its assets and undertaking for the purpose of maximizing the recovery of the unsecured creditors of the Applicant;

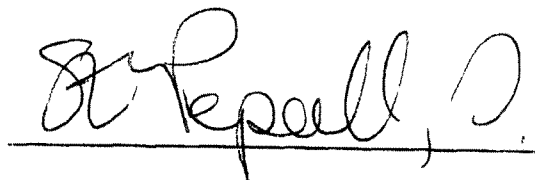
- (c) to cooperate with and provide information to regulatory authorities and law enforcement officials in a manner that he determines to be consistent with the best interests of the Noteholders and consistent with his duties of an officer of this Court;
- (d) to advise and assist the IOO in the performance of the powers and functions of the IOO, including without limitation the review of the claims and rights that the Applicant may have or be entitled to assert as against any other person;
- (e) to inform and cooperate with the Monitor in respect to such functions and the taking of any such actions and proceedings and, subject to further order of this Court, to coordinate all such with the Monitor and the IOO to ensure that such are conducted by the most appropriate party and without duplication of costs to the estate;
- (f) to report to this Court on such activities from time to time as required by this Court and in conjunction with the Monitor; and
- (g) the Representative Counsel may from time to time apply to this Court for advice and directions in the discharge of his powers and duties hereunder.

15. **THIS COURT ORDERS** that paragraph 6 of the Order of this Court made June 15, 2010 appointing the Representative Counsel is replaced *nunc pro tunc* with the following:

“THIS COURT ORDERS that the remuneration and disbursements of the Representative Counsel, including professional fees and disbursements of the special counsel retained by the Representative Counsel, in each case at their standard rates and charges, shall be paid by the Applicant as part of these proceedings on a bi-weekly basis and such fees and disbursements of the Representative Counsel and his special counsel outstanding from time to time shall have the benefit of the Administration Charge

established under the Initial Order and the Representative Counsel and his special counsel shall pass all accounts in respect of their fees and disbursements from time to time, and for this purpose the accounts of the Representative Counsel and his special counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.”

16. **THIS COURT ORDERS that** the motions seeking approval of all professional fees and disbursements and of the Monitor’s reports be adjourned to December 1, 2010.
17. **THIS COURT ORDERS that** any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.



ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

NOV 25 2010

PER / PAR: 

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT
ACT, R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF NELSON FINANCIAL GROUP LTD.**

APPLICANT

Court File No.: 10-8630-00CL

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

Proceedings commenced at Toronto

ORDER

Douglas Turner Q.C.
63 Albert St.
Uxbridge, Ontario
L9P 1E5

Representative Counsel to Noteholders

Richard B. Jones
Barrister & Solicitor
Suite 1201, Scotia Plaza
100 Yonge Street
Toronto, ON M5C 2W1

Richard B. Jones (LSUC No. 11575V)
Tel: 416-863-0576
Fax: 416-863-0092
Email:

**Special Counsel for the Representative Counsel for
the Noteholders**

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF NELSON FINANCIAL GROUP LTD.
(the "Applicant")**

Endorsement November 22, 2010

Rep Counsel has brought a motion requesting approval of arrangements entered into between the Monitor, Rep Counsel and Mr. Boutet dated November 12, 2010. Other ancillary relief is requested the net effect of which is that Mr. Boutet will resign as a director, officer and employee of Nelson Financial and Ms. Sherry Townsend will be appointed to manage the business and assets of Nelson Financial on certain terms.

No one appeared to oppose the relief requested although submissions were made to clarify certain aspects of the proposed Heads of Agreement. Significantly, in my view, no one appeared on behalf of any of the preferred shareholders although they were served with the motion on November 12, 2010.

I am granting the order requested on the following basis:

- 1) Approval of all fees and the subject Monitors reports are adjourned to December 1, 2010.
- 2) The release granted in favor of Mr. Boutet and Ms. Sobel is not to be interpreted as impacting in any way any direct claims against these individuals that any or all of the preferred shareholders may have against either or both of them. In addition, the exceptions set out in section 5.1 (2) of the CCAA would continue to be effective and applicable. Put differently and for greater clarity, any direct claims that any or all of the preferred shareholders may have are unaffected by the Heads of Agreement and and this Order and this Order is granted on that basis. That said, no finding is made today with respect to the conduct of the either or both of these individuals.
- 3) Paragraph 8 of the Heads of Agreement is amended on consent to state in the 5th line "... in full satisfaction of any claims Mr. Boutet may make..." and to delete "... in full satisfaction of any obligations...". If in any event, no finding of fact is made by me nor should any inference be drawn from this Order or the Heads of Agreement that there has or has not been compliance with section 6.2 of the General Bylaw of Nelson Financial.

I am satisfied that in the circumstances it is fair or reasonable to grant the order requested as amended by me and I do so.

S. Pepall, J.

Superior Court of Justice
Commercial List

FILE/DIRECTION/ORDER

Re Nelson Financial Group Ltd
Plaintiff(s)

AND

Defendant(s)

Case Management Yes No by Judge: Ripoll

Counsel	Telephone No.:	Facsimile No.:
<u>See attached</u>		

- Order Direction for Registrar (No formal order need be taken out)
 Above action transferred to the Commercial List at Toronto (No formal order need be taken out)

Adjourned to: _____

Time Table approved (as follows):

Re Counsel has brought a motion requesting approval of arrangements entered into between the Amener, Re Counsel + Mr Baret dated Nov 12, 2010. Other ancillary relief is requested. The net effect of which is that Mr Baret will resign as a director, officer + employee of Nelson Financial + Mrs Sherry Townsend will be appointed to manage the business + assets of Nelson Financial on certain terms. No one appeared to oppose the relief requested although submissions were made to clarify certain aspects of the proposed heads of Agreement. Significantly in my view, no one appeared on behalf of any of the presumed shareholders although they were served with the motion on Nov 12, 2010.

Nov 22, 2010
Date

Ripoll, J
Judge's Signature

Additional Pages 2

Superior Court of Justice
Commercial List

FILE/DIRECTION/ORDER

Judges Endorsement Continued

I am granting the order requested on the following basis:

- 1) approval of all fees + the out-of-pocket Monitors reports are adjourned to Dec 1, 2010.
- 2) the release granted - favour of Mr Bantet + Ms Sobel is not to be interpreted as impacting in any way any direct claims against those individuals that and or all of the preferred shareholders may have against either or both of them. In addition, the exceptions set forth in 5.5.1(2) of the CCA would continue to be operative + applicable. Not definitely + for greater clarity, any direct claims that the preferred shareholders may have are unaffected by the Heads of Agreement + this order + this order is granted on that basis. That said, no finding is made today with respect to the conduct of either or both of these individuals.
- 3) para 5 of the Heads of Agreement is amended in pursuant to Para 6 of the SM line "in full satisfaction of any claims Mr Bantet may have" + to delete "in full satisfaction of any obligations". In any event, no finding of fact is made by me nor should any inference be drawn from this order by the heads of Agreement that there has or has not been compliance with 5.6.2 of the

Court File Number: _____

Superior Court of Justice
Commercial List

FILE/DIRECTION/ORDER

Judges Endorsement Continued

General by-law of Nelson Financial.

I am satisfied that in the
circumstances it is fair + reasonable
to grant the order requested as
demanded by me + I do so.

(S. Russell, J.)

Nelson Financial Group Ltd.
Unofficial Transcription of the Endorsement of Madam Justice Pepall

December 9, 2010

There are a variety of issues before me today.

Firstly, it is agreed that the Gowling accounts will be reduced by \$82,475 inclusive of HST and no claim will be made for any further assessment under the Solicitors Act with respect to any other legal services provided by Gowlings to any of the Nelson companies.

Secondly, subject to my review of the Monitor's October and November accounts, and these 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 account.

Thirdly, my order of December 1, 2010 will be amended such that the Monitor need not make a site visit on a weekly basis unless requested by the IOO or unless the Monitor believes it should do so as a result of its statutory obligations.

Subject to my review of appropriate language the November 22, 2010 order will be revised with respect to the Monitor's powers it being the desire of the parties present that those powers be rescinded save and except that the Monitor will complete the Claims Process and address the claims of Messrs. Debono and McVey subject to the same process, the \$5 million held by the Monitor in a GIC will be transferred back to NF once it may be cashed.

Next, the fees of Thornton Grout for July, August and September are approved. The Rep Counsel consents to approval of the October and November fees.

Lastly, the Monitor Reports #7, Supplement to #7, Second Supplement to #7, #9, Supplement to #9, and #10 are, on consent of Rep Counsel, approved.

In addition, the fees of Rep Counsel and Special Counsel to October 26 and October 21, 2010 respectively are approved.

Counsel will attend at a 9:30 with the proposed order.

Madam Justice Pepall

This is Exhibit " D " referred to
in the Affidavit of Brenda Bissell
sworn before me herein
this 12th day of April, 2011.



A Commissioner for taking Affidavits, etc.

Michael David Saccucci, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires July 6, 2013.

[REDACTED]

From: "Nelson Noteholders Committee" <committee@nelsonnoteholders.ca>

Date: November 24, 2010 8:26:48 PM GMT-05:00

To: elbie@golden.net

Subject: Nelson Update - Response Required

November 24, 2010

Dear Nelson Noteholder,

We are contacting you again with some urgency and are looking for your support.

While in court at our latest hearing on Monday, Judge Pepall had noted that the cost in the Nelson case had seemed particularly high, i.e. \$2 million to date (and now with the most recent forecast by the monitor of an additional \$1.8 million). She had indicated that she had not heard any objections from the creditors (the Noteholders' – all of us) who bear this cost, potentially leaving her with the impression that we are all okay with these exorbitant costs.

Judge Pepall will be reviewing the cost situation next Wednesday, December 1. We would like to bring the voice of all the Noteholders that \$4 million in costs is an outrage and that an assessment is required to potentially return of a portion of these costs back to Nelson Financial.

To show your support, if you would just click the "reply" button, type your name, and approximately value of your investment at the bottom of this email and then click send.

Thank for your assistance and support in this very important matter.

Sincerely,

The Noteholders' Committee

Date: November 24, 2010

To: Nelson Noteholders' Committee

I am a Nelson Noteholder and I am opposed to the excessive costs being charged to Nelson Financial for monitoring and legal fees as well as the poor cost monitoring to date. We would like to request a review of these costs. Additionally, we would like to see the role of the monitor reduced to the bare minimum as required by the court due to the fact that his fees alone have been approximately \$100K per month.


Name of Nelson Noteholder & Value of Investment

This message was sent by: Nelson Noteholders Committee, 63 Albert Street, Uxbridge, Ontario L9P1E5, Canada

Manage your subscription:

<http://app.icontact.com/icp/mmail-mprofile.pl?r=9304785&l=7555&s=6Z0Q&m=48219&c=800248>

This is Exhibit " E " referred to
in the Affidavit of Brenda Bissell
sworn before me herein
this 12th day of April, 2011.



A Commissioner for taking Affidavits, etc.

*Michael David Saccucci, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires July 6, 2013.*

From: Brenda Bissell <elbie@golden.net>
Date: November 24, 2010 9:31:58 PM GMT-05:00
To: Nelson Noteholders Committee <committee@nelsonnoteholders.ca>
Subject: Re: Nelson Update - Response Required

Date: November 24, 2010
To: Nelson Noteholders' Committee

I am a Nelson Noteholder and I am opposed to the excessive costs being charged to Nelson Financial for monitoring and legal fees as well as the poor cost monitoring to date. We would like to request a review of these costs. Additionally, we would like to see the role of the monitor reduced to the bare minimum as required by the court due to the fact that his fees alone have been approximately \$100K per month.

Gloria Bissell
Globis Administrators
Value of Investment 1.1 million dollars

Begin forwarded message:

From: Brenda Bissell <elbie@golden.net>
Date: February 12, 2011 1:10:29 PM GMT-05:00
To: "Nelson Noteholders Committee" <committee@nelsonnoteholders.ca>
Subject: Re: Nelson - Noteholder Meeting Vote Attendance - Response Required

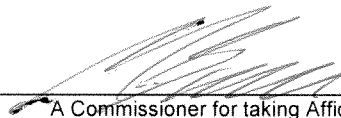
1) Total number of those who will be attending:

2 - 4

2) Names of those attending:

Gloria Bissell (noteholder, plus 1-3 relatives)

This is Exhibit " F " referred to
in the Affidavit of Brenda Bissell
sworn before me herein
this 12th day of April, 2011.



A Commissioner for taking Affidavits, etc.

Michael David Saccucci, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires July 6, 2013.

10V 22, 2010

Adj'd to Dec 1, 2010.

M. Repell, J.

Dec. 9, 2010

There are a variety of issues before me today.

Firstly, it is agreed that the Crankley accounts will be reduced by \$2,475 inclusive of HST + no claim will be made for any further assessment under the Solicitors Act with respect to any other legal services provided by Crankley to any of the Nelson companies.

Secondly, subject to my review of the Monitor's Oct + Nov accounts + those of Thornton Groat for the same period, there will be a reduction of \$92,423.93 inclusive of HST with respect to the Monitor's account.

Thirdly, my order of Dec 1, 2010 will be amended such that the Monitor need not make a site visit on a weekly basis unless requested by the 100 or unless the Monitor believes it should do so as a

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

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

APPLICANT

Nov 22-10

Court File No.: 10-8630-00CL

ONTARIO

SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

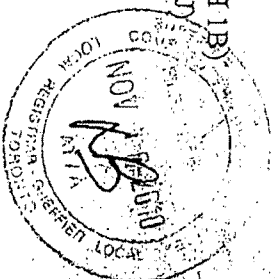
Proceedings commenced at Toronto

MOTION RECORD
(RETURNABLE NOVEMBER 22, 2010)

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Barristers and Solicitors
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Lawyers for the Monitor



result of ~~the~~ statutory obligation.

Subject to my review of appropriate language, the Nov 22, 2010 order will be revised with respect to the Monitor's powers if key the desire of the parties present that those powers be rescinded save & except that the Monitor will complete the claims process & address the claims of Messrs.

DeBene + Mevey ~~subject to~~ to the same proviso, the \$5 million held by the Monitor - a GIC will be transferred back to NF once it may be cashed.

Next, the fees of Thornton Grant for July, Aug + Sept are approved. The Rep Counsel consents to approval of the Oct + Nov fees.

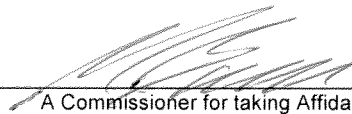
Lastly, the Monitor's reports #7, Supplement to #7, second supplement to #7, #8, #9, Supplement to #9, #10, are all consents of Rep Counsel approved.

In addition, the fees of Rep Counsel + Special Counsel to Oct 26 + Oct 28 2010 respectively are approved.

Counsel will attend at a 9:30 with the proposed order.

J. Repull, J

This is Exhibit " G. " referred to
in the Affidavit of Brenda Bissell
sworn before me herein
this 12th day of April, 2011.



A Commissioner for taking Affidavits, etc.

Michael David Saccucci, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires July 6, 2013.

[REDACTED]

Begin forwarded message:

From: "Nelson Noteholders Committee" <committee@nelsonnoteholders.ca>
Date: December 11, 2010 3:05:30 PM GMT-05:00
To: elbie@golden.net
Subject: Nelson Update

December 11, 2010

Dear Nelson Noteholder,

The purpose of this note is to provide you with an update since our e-mail dated November 24th regarding the Monitor's fees and legal costs that have been billed to and paid by Nelson Financial.

We are pleased to report that we have been successful in our efforts to contain the ongoing costs to the end of the CCAA process, but also in our efforts to get some adjustment for the costs that have already been billed to and paid by Nelson Financial.

Recognizing the Noteholders' concerns, the judge ordered the restriction of the Monitor's duties as of December 1st. By doing so, we have also reduced the Monitor's counsel's legal expenses to bare minimums, since their use is tied to the Monitor. We believe through this one effort, that we may have saved the company approximately \$600,000 of future costs from the budget earlier presented by the Monitor.

Our lawyers were in court on December 9th dealing with motions by the Monitor and by Gowlings seeking approval of their professional fees that have already been paid by Nelson Financial. Our lawyers were able to negotiate a settlement, which was approved by Justice Pepall. The Gowlings accounts were reduced by \$82,475 and the Monitor's by \$90,816.36. Further, the Monitor and its counsel – TGF agreed that they will not charge Nelson Financial for their time in dealing with their fees. With all of the costs being dealt with on December 9th, the Noteholders save additional costs that would have been incurred through further legal proceedings.

The total estimated net benefit for all of these efforts is a savings close to \$800,000.

The formal Order of December 9th of Justice Pepall will be posted on the Monitor's website shortly.

We are continuing to put a plan together and minimizing costs wherever possible and expect to make contact with you again sometime in January.

We would like to thank you for your continued support and express our appreciation to those who have come forward to volunteer their time. The efforts of our collective team amongst the Noteholders are making a difference in rebuilding Nelson Financial.

Thank you.

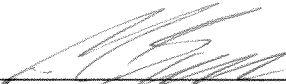
The Noteholders' Committee

This message was sent by: Nelson Noteholders Committee, 63 Albert Street, Uxbridge, Ontario L9P1E5, Canada

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This is Exhibit " 4 " referred to
in the Affidavit of Brenda Bissell
sworn before me herein
this 12th day of April, 2011.



A Commissioner for taking Affidavits, etc.

*Michael David Saccucci, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires July 6, 2013.*

[REDACTED]

Begin forwarded message:

From: "Nelson Noteholders Committee" <committee@nelsonnoteholders.ca>
Date: December 3, 2010 6:12:39 PM GMT-05:00
To: elbie@golden.net
Subject: Nelson Request for Volunteers

December 3, 2010

Dear Nelson Noteholder,

As Noteholders of Nelson Financial, we are trying collectively to rebuild the business as economically as possible, with maximum recovery of our investments. If you have any time you can volunteer, whether it is for just a couple of hours a week or a half day, full day or a few days a week to help out, it would be greatly appreciated.

We are looking for volunteers who may be able to assist us with the following types of tasks:

1. Collections of Nelson accounts in arrears
2. Generation of vendor opportunities
3. Calls to confirm potential vendor leads for financing
4. Administrative office duties

Collections

There are millions of dollars in outstanding accounts that need to be collected. Timing is important so that we can best maximize the recovery of delinquent accounts. Although there are a number of collectors employed by Nelson, the size of the accounts in arrears necessitates additional help.

We are looking for volunteers who we will train, to come into our Pickering office and make phone calls to the individuals that we need to collect from. This task is of tremendous benefit to all Nelson Noteholders. Collections are done Monday through Friday from 9am-8pm and on Saturdays.

Generation of Vendor Opportunities

We are looking for people who can either work from home or from our Pickering office who can use a computer. We just need individuals to search the internet for names of companies generating leads potential vendors that may be in need of financing. This task can also be accomplished using the yellow pages. We would provide direction on how to go about this task

Vendor Opportunity Calls

With the leads of company names, we are looking for people to assist us in making phone calls to determine if a vendor is in need of financing. Once that lead is confirmed, we will have a sales person follow up on that lead. This task can be done from your own home or from our Pickering office

Administrative Office Duties

We could also use some help around the office anytime Monday to Friday to assist in various ad hoc administrative tasks or projects.

Please contact us through the website if you are interested in volunteering and we will call you back.

Thank you once again for your support.

Sincerely,

The Noteholders' Committee

This message was sent by: Nelson Noteholders Committee, 63 Albert Street, Uxbridge, Ontario L9P1E5, Canada

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This is Exhibit " J " referred to
in the Affidavit of Brenda Bissell
sworn before me herein
this 12th day of April, 2011.



A Commissioner for taking Affidavits, etc.

Michael David Saccucci, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires July 6, 2013.

[REDACTED]

Begin forwarded message:

From: "Nelson Noteholders Committee" <committee@nelsonnoteholders.ca>
Date: January 27, 2011 6:21:27 PM GMT-05:00
To: elbie@golden.net
Subject: Nelson Noteholder - IOO Report

IOO Report
January 27, 2011

Dear Nelson Noteholder,

This letter is to provide you with an update on the current status of Nelson Financial.

On November 22, 2010, Justice Pepall approved the departure of Marc Boutet from any involvement in Nelson Financial and appointed me as the Interim Operating Officer with the responsibility to move forward with the company's restructuring. Those efforts began informally that day even though it was not until December 13, 2010 that Mr. Boutet signed the documents to confirm my position. Since then, my team and I have accomplished the following:

1. Operating Cost Management

- Reduction of overhead costs
- Negotiation of terms/prices for various services
- Reduction of redundant staffing
- Cost savings continues to be a work in progress wherever possible

2. Collections

A substantial dollar value in aged delinquent accounts was identified. Though we are still cleaning up the book, we believe that we now have an accurate view of the real state of receivables. These delinquent accounts have been assigned to several outside collection agencies. We will work very closely with these agencies to ensure maximum dollar recovery for the company.

New collection procedures adhering to industry standards are in the process of being implemented with the guidance of expert consultants in this area. This will provide for an industry-standard delinquency and write-off schedule ensuring collection efforts are applied to delinquent loans on a timely basis.

Current in-house loan accounts are also being managed rigorously by applying new procedures.

3. Lendcare

This aggregator and vendor of loans previously represented a large volume of Nelson's business. The contract was terminated with Court approval last June subject to rights for Nelson to receive adjustments for certain bad accounts. As a result, a demand for adjustments of over \$800,000 has been made on Lendcare. Further claims are expected.

4. Lending

Underwriting procedures and lending criteria have been thoroughly reviewed by industry experts. We have been cautious in our lending the last two months until we could implement the new procedures. We did not want to risk further losses from new loans.

Underwriting staff that had approved loans outside of established requirements have been terminated.

Many new procedures have been implemented in order to positively affect lending decisions. Resources are focused on options to correct IT architecture in order that more automation can be introduced into the underwriting process, making it more efficient and effective.

5. New Company Name

As of January 21, 2011, Provider Capital Group, will be operating as a division of Nelson Financial Group Ltd.

As an important part of the restructuring, the re-naming of Nelson Financial was essential to enhance the company's profile and credibility in the marketplace.

An interim website has been developed with basic information and will be further developed and detailed in the coming weeks. The new website address is www.providercapitalgroup.com.

6. Vendors

A focus on business development has yielded new vendors in the last few weeks.

There are a number of additional new vendors currently in negotiations, which we anticipate will be part of the future growth of Provider Capital Group.

Several of the existing vendors have had their contracts with Nelson renegotiated, whereby Nelson/Provider has become their "first" or "co-first" lender of choice versus its previous position as "second" lender. This new position is an improvement; Nelson will be provided with customers with better credit for loans, thereby reducing account delinquency.

At the same time, we are taking the opportunity to move at a pace that will not put the organization or our capital at risk.

We have started and are continuing to develop a vendor strategy that ensures we increase loan quality and have secure, long term partnerships with our vendors.

7. Company Financials

Financial statements and balance sheets are being reviewed by qualified accounting individuals to ensure that they are accurate for the basis of the restructuring plan.

8. Information Systems

The final area of the company left to be addressed under the restructuring of its operations is updating the computer systems and programs. These systems and programs have been identified as highly deficient and our future success is highly dependent on finding the right solution. A review of our current needs and options is underway by an IT consultant who specializes in this industry. Implementation of new loan adjudication, loan management and financial reporting capabilities is an essential part of this process.

9. The Restructuring and Business Plans

The plans are in the process of being developed by our legal counsel and financial consultants and are expected to be completed by February 17, 2011.

Once reviewed and finalized, the plan will be presented to Justice Pepall before February 28, 2011. We will seek her approval on the filing of the plan and an order for the creditors' meeting. A tentative date of March 26, 2011 has been set for the meeting. However, the location has not been finalized.

In summary, I feel confident in the future of the business. A number of significant accomplishments have been achieved in this short period of time. I expect the major pieces of the restructuring process to be completed in the very near future.

I would like to thank you for your continued patience and support. I would also like to extend a special thank you to those who have volunteered their time in assisting us to revitalize the company. I am very hopeful for the future prospects of Provider Capital Group and expect to be in contact with you through the Nelson Noteholder Committee email in the coming weeks with a further update.

Thank you.
Sincerely,

Sherry Townsend

This message was sent by: Nelson Noteholders Committee, 63 Albert Street, Uxbridge, Ontario L9P1E5, Canada

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