

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

THE HONOURABLE) THURSDAY, THE 13TH DAY
MR. JUSTICE NEWBOULD) OF AUGUST, 2015



**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 EDUCATION LTD. AND
NELSON EDUCATION HOLDINGS LTD.**

Applicants

**ORDER
(Fees and Activity Approval)**

THIS MOTION, made by FTI Consulting Canada Inc., in its capacity as Monitor (in such capacity, the "**Monitor**") of Nelson Education Ltd. and Nelson Education Holdings Ltd., pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, for an Order:

1. approving the First Report of the Monitor, dated June 4, 2015, the Second Report of the Monitor dated July 8, 2015, and the Third Report of the Monitor (the "**Third Report**"), dated August 4, 2015 (collectively, the "**Reports**");
2. approving the activities of the Monitor as described in the Reports; and
3. approving the fees and disbursements of the Monitor, including those of its counsel, Norton Rose Fulbright Canada LLP ("**Norton Rose**"), for the periods set out in the Fee Affidavits (defined below),

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

ON READING the Reports, the affidavit of Nigel D. Meakin sworn August 4, 2015 (the "Meakin Affidavit") and the affidavit of Orestes Pasparakis sworn August 4, 2015 (the "Pasparakis Affidavit" and, together with the Meakin Affidavit, the "Fee Affidavits"), and on hearing the submissions of counsel for the Monitor and those other parties present, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Evan Cobb sworn August 4, 2015, filed;


MONITOR'S REPORTS AND ACTIVITIES


1. THIS COURT ORDERS that the Reports and the activities of the Monitor, as set out in the Reports, are hereby approved.

FEES AND DISBURSEMENTS

2. THIS COURT ORDERS that the fees and disbursements of the Monitor and of Norton Rose for the periods set out in the Fee Affidavits be and are hereby approved.

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

 AUG 13 2015



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 EDUCATION LTD. AND NELSON EDUCATION HOLDINGS LTD.

Court File No. CV-15-10961-00CL

**ONTARIO
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Proceeding commenced at Toronto

**ORDER
(Fees and Activity Approval)**

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