

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

**COMMERCIAL LIST**

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF NELSON EDUCATION LTD. AND  
NELSON EDUCATION HOLDINGS LTD.**

Applicants

**MOTION RECORD  
(Returnable June 29, 2015)**

**GOODMANS LLP**

Barristers & Solicitors

Bay Adelaide Centre

333 Bay Street, Suite 3400

Toronto, Canada M5H 2S7

Robert J. Chadwick LSUC#: 35165K

[rchadwick@goodmans.ca](mailto:rchadwick@goodmans.ca)

Caroline Descours LSUC#: 58251A

[cdescours@goodmans.ca](mailto:cdescours@goodmans.ca)

Tel: (416) 979-2211

Fax: (416) 979-1234

Lawyers for the Applicants

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# TAB 1

Court File No. CV15-10961-00CL

**ONTARIO  
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**NOTICE OF MOTION  
(Returnable June 29, 2015)**

The Applicants will bring a motion before the Honourable Justice Newbould on June 29, 2015, at 9:30 a.m. or as soon before or after that time as the matter may be heard at 330 University Avenue, Toronto, Ontario.<sup>1</sup>

**PROPOSED METHOD OF HEARING:** The motion is to be heard orally.

**1. THE APPLICANTS MAKE A MOTION FOR AN ORDER:**

- (a) extending the Stay Period (as defined in the Amended and Restated Initial Order of this Court dated June 8, 2015 (the “**Amended and Restated Initial Order**”)) to August 31, 2015; and
- (b) such further and other relief as this Court deems just.

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<sup>1</sup> Any capitalized terms that are not defined herein shall have the meanings ascribed to them in the Affidavit of Greg Nordal sworn May 11, 2015, attached as Tab 2 to the Application Record of the Applicants, filed.

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**2. THE GROUNDS FOR THE MOTION ARE:**

- (a) on May 12, 2015, the Court granted the Initial Order, *inter alia*, (i) granting a stay of proceedings under the CCAA in respect of the Applicants until June 10, 2015, and (ii) setting a date of May 29, 2015 for a comeback hearing (the “**Comeback Hearing**”) to allow any interested party that wished to amend or vary the Initial Order to appear or bring a motion before the Court;
- (b) at the Comeback Hearing on May 29, 2015, the Court appointed FTI Consulting Canada Inc. as the Monitor (the “**Monitor**”) of the Applicants going forward in these CCAA proceedings;
- (c) on June 8, 2015, this Court granted the Amended and Restated Initial Order, effective May 29, 2015, which included extending the Stay Period to July 17, 2015;
- (d) since the Initial Order, the Applicants have acted and continue to act in good faith and with due diligence in carrying out the terms of the Orders of this Court and in respect of all matters relating to the CCAA proceedings;
- (e) the Applicants and their advisors have continued to work with the Monitor in respect of matters relating to the Transaction, which remains subject to the approval of the Court;
- (f) the Applicants and their advisors have continued to discuss and work with the Monitor, the First Lien Steering Committee and RBC, and their respective advisors, to address matters raised throughout these CCAA proceedings;
- (g) the Applicants require an extension of the Stay Period to August 31, 2015 to, among other things, (i) continue to review matters relating to the Transaction with the Monitor; (ii) continue to work with stakeholders in connection with matters related to the Applicants and these proceedings; (iii) continue to respond to and address stakeholder inquiries; and (iv) continue to manage and operate the Nelson Business in the ordinary course;

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- (h) the Applicants believe that it is important for the Company to complete the Transaction as soon as possible;
- (i) the Company will file cash flows with the Court prior to July 17, 2015;
- (j) the provisions of the CCAA and the inherent and equitable jurisdiction of this Court;
- (k) Rules 1.04, 1.05, 2.03, 3.02, 16, and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and
- (l) such further and other grounds as counsel may advise and this Court may permit.

**3. THE FOLLOWING DOCUMENTARY EVIDENCE WILL BE USED AT THE HEARING OF THE MOTION:**

- (a) such materials as counsel may advise and this Court may permit.

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Date: June 29, 2015

**GOODMANS LLP**

Barristers & Solicitors

Bay Adelaide Centre

333 Bay Street, Suite 3400

Toronto, Canada M5H 2S7

Robert J. Chadwick LSUC#: 35165K

rchadwick@goodmans.ca

Caroline Descours LSUC#: 58251A

cdescours@goodmans.ca

Tel: (416) 979-2211

Fax: (416) 979-1234

Lawyers for the Applicants

TO: THE SERVICE LIST

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**SERVICE LIST**

**TO: GOODMANS LLP**  
Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto, ON M5H 2S7

Fax: 416.979.1234

**Robert J. Chadwick**  
Tel: 416.597.4285  
Email: rchadwick@goodmans.ca

**Caroline Descours**  
Tel: 416.597.6275  
Email: cdescours@goodmans.ca

**Sydney Young**  
Tel: 416.849.6965  
Email: syoung@goodmans.ca

**Lawyers for the Applicants**

**AND TO: ALVAREZ & MARSAL CANADA SECURITIES ULC**

Royal Bank Plaza, South Tower  
200 Bay Street, Suite 2900  
P.O. Box 22  
Toronto, ON M5J 2J1

Fax: 416.847.5201

**Dean Mullett**

Tel: 416.847.5178  
Email: [dmullett@alvarezandmarsal.com](mailto:dmullett@alvarezandmarsal.com)

**Adam Zalev**

Tel: 416.847.5154  
Email: [azalev@alvarezandmarsal.com](mailto:azalev@alvarezandmarsal.com)

**Jamie Belcher**

Tel: 416.847.5164  
Email: [jbelcher@alvarezandmarsal.com](mailto:jbelcher@alvarezandmarsal.com)

**Financial Advisor to the Applicants****AND TO: NORTON ROSE FULBRIGHT CANADA LLP**

Royal Bank Plaza, South Tower  
200 Bay Street, Suite 3800  
P.O. Box 84  
Toronto, ON M5J 2Z4

Fax: 416.216.3930

**Orestes Pasparakis**

Tel: 416.216.4815  
Email: [orestes.pasparakis@nortonrosefulbright.com](mailto:orestes.pasparakis@nortonrosefulbright.com)

**Evan Cobb**

Tel: 416.216.1929  
Email: [evan.cobb@nortonrosefulbright.com](mailto:evan.cobb@nortonrosefulbright.com)

**Lawyers for the Monitor****AND TO: FTI CONSULTING CANADA INC.**

TD Waterhouse Tower  
79 Wellington Street West, Suite 2010  
P.O. Box 104  
Toronto, ON M5K 1G8

Fax: 416.649.8101

**Nigel Meakin**

Tel: 416.649.8065

Email: nigel.meakin@fticonsulting.com

**Toni Vanderlaan**

Tel: 416.649.8075

Email: toni.vanderlaan@fticonsulting.com

**Craig Munro**

Tel: 604.601.5699

Email: craig.munro@fticonsulting.com

**Monitor**

**AND TO: BENNETT JONES LLP**  
3400 One First Canadian Place  
P.O. Box 130  
Toronto, ON M5X 1A4

Fax: 416.863.1716

**Kevin Zych**

Tel: 416.777.5738

Email: zychk@bennettjones.com

**Sean Zweig**

Tel: 416.777.6254

Email: zweigs@bennettjones.com

**Lawyers for Wilmington Trust, National Association, as the First Lien Agent, Cortland Capital Market Services LLC, as the Supplemental Agent, and the First Lien Steering Committee**

**AND TO: THORNTON GROUT FINNIGAN LLP**  
100 Wellington Street West, Suite 3200  
P.O. Box 329, Toronto-Dominion Centre  
Toronto, ON M5K 1K7

Fax: 416.304.1313

**D.J. Miller**

Tel: 416.304.0559

Email: djmiller@tgf.ca

**Kyla Mahar**

Tel: 416.304.0594

Email: kmahar@tgf.ca

**Lawyers for Royal Bank of Canada**

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**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT* ACT,  
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***ONTARIO***  
**SUPERIOR COURT OF JUSTICE-  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**NOTICE OF MOTION  
(Returnable June 29, 2015)**

**GOODMANS LLP**  
Barristers & Solicitors  
333 Bay Street, Suite 3400  
Toronto, Canada M5H 2S7

Robert J. Chadwick LSUC#: 35165K  
rchadwick@goodmans.ca  
Caroline Descours LSUC#: 58251A  
cdescours@goodmans.ca  
Tel: (416) 979-2211  
Fax: (416) 979-1234

Lawyers for the Applicants

# **TAB 2**

Court File No. CV15-10961-00CL

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

THE HONOURABLE	)	MONDAY, THE 29 <sup>TH</sup>
	)	
JUSTICE NEWBOULD	)	DAY OF JUNE, 2015

**IN THE MATTER OF THE COMPANIES' CREDITORS  
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Applicants

**ORDER**

**THIS MOTION** made by Nelson Education Ltd. ("**Nelson Education**") and Nelson Education Holdings Ltd. (together with Nelson Education, the "**Applicants**") pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Motion, to be filed, and on hearing the submissions of counsel for the Applicants, FTI Consulting Canada Inc., in its capacity as CCAA monitor of the Applicants (the "**Monitor**"), the First Lien Steering Committee and the First Lien Agent (each as defined in the Amended and Restated Initial Order of this Court dated June 8, 2015 (the "**Amended and Restated Initial Order**")), and the Royal Bank of Canada, in its capacities as the non-Consenting First Lien Lender, Second Lien Agent, Second Lien Lender and provider of the Applicants' Cash Management System (each as defined in the Amended and Restated Initial Order).

**DRAFT: 1 - June 29, 2015 - 8:21 AM**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record in respect of this Motion be and is hereby abridged so that the Motion is properly returnable today and hereby dispenses with further service thereof.
  
  2. **THIS COURT ORDERS** that the Stay Period, as such term is defined in the Amended and Restated Initial Order, be and is hereby extended to and including 11:59 p.m. on August 31, 2015, and that all other terms of the Amended and Restated Initial Order shall remain in full force and effect, unamended, except as may be required to give effect to this paragraph or otherwise provided in this Order.
  
  3. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, or in any other foreign jurisdiction, to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.
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**ORDER**

**GOODMANS LLP**

Barristers & Solicitors  
333 Bay Street, Suite 3400  
Toronto, Canada M5H 2S7

Robert J. Chadwick LSUC#: 35165K  
rchadwick@goodmans.ca  
Caroline Descours LSUC#: 58251A  
cdescours@goodmans.ca  
Tel: (416) 979-2211  
Fax: (416) 979-1234

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Barristers & Solicitors  
333 Bay Street, Suite 3400  
Toronto, Canada M5H 2S7

Robert J. Chadwick LSUC#: 35165K  
rchadwick@goodmans.ca  
Caroline Descours LSUC#: 58251A  
cdescours@goodmans.ca  
Tel: (416) 979-2211  
Fax: (416) 979-1234

Lawyers for the Applicants