

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

THE HONOURABLE) TUESDAY, THE 15TH DAY
MR. JUSTICE NEWBOULD) OF DECEMBER, 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

THIS MOTION, made by Alvarez & Marsal Canada Inc. ("**A&M**"), in its capacity as the court-appointed monitor (the "**Former Monitor**") of Nelson Education Ltd. and Nelson Education Holdings Ltd. for the period from May 12, 2015 to May 29, 2015 (the "**Period**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, for an Order approving the fees and disbursements of the Former Monitor, including those of its counsel, Davies Ward Phillips & Vineberg LLP ("**Davies**"), for the Period was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Alan J. Hutchens and the affidavit of Jay Swartz, each sworn September 2, 2015 (collectively, the "**Fee Affidavits**"), and on hearing the submissions of counsel for the Former 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 service, filed;

FEEES AND DISBURSEMENTS

1. THIS COURT ORDERS that the fees and disbursements of the Former Monitor and Davies for the Period as set out in the Fee Affidavits be and are hereby approved.

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



DEC 15 2015



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1985, c. C-36, AS AMENDED
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Court File No. CV-15-10961-00CL

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Proceeding commenced at Toronto

ORDER
(Approval of Fees
of Former Monitor)

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