



Court File No. CV15-10961-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.)

TUESDAY, THE 8TH

JUSTICE NEWBOULD)

DAY OF SEPTEMBER, 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 Royal Bank of Canada in its various capacities (collectively, "RBC") for the relief set out in its Notice of Motion dated July 13, 2015 (the "RBC Motion") was heard August 13 and 27, 2015 at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Les Vowell sworn July 13, 2015, the affidavit of Greg Nordal sworn July 22, 2015, the affidavit of Annie Kwok sworn July 21, 2015, the affidavit of Allan L. Gropper sworn July 22, 2015, the Transcript Brief, filed, as well as the other evidence filed in connection with a motion by the Applicants for an Approval and Vesting Order returnable August 13, 2015, and on hearing the submissions of counsel for RBC, the Applicants, Wilmington Trust, National Association, in its capacity as Administrative Agent and Collateral Agent under a First Lien Credit Agreement dated July 7, 2007 (the "First Lien Credit Agreement"), and the steering committee of certain first lien lenders under the First Lien Credit Agreement, and no one appearing for any other person on the service list, other than counsel for

FTI Consulting Canada Inc., in its capacity as Court-appointed Monitor of the Applicants, although properly served as appears from the affidavit of service of Bobbie-Jo Brinkman sworn July 22, 2015, filed:

1. THIS COURT ORDERS that the service of the Notice of Motion and the Motion Record is hereby validated and hereby dispenses with further service thereof.
2. THIS COURT ORDERS that the RBC Motion is hereby dismissed.
3. THIS COURT ORDERS that there shall be no costs in relation to this Motion.



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ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

SEP 23 2015

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Proceeding commenced at Toronto

ORDER

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