

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE *hwp*) TUESDAY, THE 28TH
)
JUSTICE *Cr Campbell*) DAY OF JULY, 2009

**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 NEXIENT LEARNING INC. AND NEXIENT
LEARNING CANADA INC. (THE "APPLICANTS")**

**ORDER
(Re: Stay Extension)**

THIS MOTION, made by the Applicants, for an order extending the stay of proceedings (the "Stay Period") granted by the Order of Mr. Justice Cumming (the "Amended and Restated Initial Order"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Second Report of the Monitor dated July 23, 2009 and appendices thereto (the "Second Report") and on hearing the submissions of counsel for the Applicants,

Comerica Bank, The Vengrowth Traditional Industries Fund Inc. and/or other funds under *Oxford Properties and Crombie REIT LPs* affiliated management, ~~Fund 321 Limited Partnership, c.o.b. as Wellington Financial Fund II;~~

the Monitor and no one else appearing though properly served as appears from the Affidavit of Service,

filed:

Service

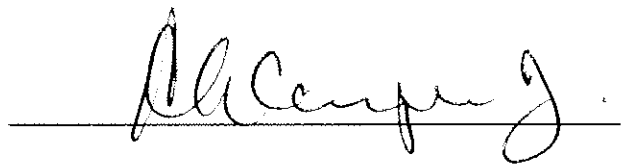
1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby abridged so that this motion is properly returnable today, and hereby dispenses with further service thereof.

Stay Extension

2. THIS COURT ORDERS that the Stay Period set out in paragraph 14 of the Amended and Restated Initial Order is hereby extended to August 31, 2009.

Activities of the Monitor

3. THIS COURT ORDERS that the activities of the Monitor as described in the First Report of the Monitor dated July 3, 2009, the Supplement to the First Report dated July 7, 2009 and the Second Report be and are hereby approved.



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

JUL 28 2009

PER / PAR:



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

Proceedings commenced at TORONTO

**ORDER
(Re: Stay Extension)**

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