

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

THE HONOURABLE

MR. JUSTICE MORAWETZ

) **MONDAY, THE 21ST DAY OF**
)
) **SEPTEMBER, 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.**

Applicants

ORDER

THIS MOTION, made by RSM Richter Inc. for an Order:

- (a) approving the activities of RSM Richter Inc. in its capacity as the Court-appointed Monitor (the "Monitor") of the Applicants as described in the Fifth Report of the Monitor dated September 16, 2009, (the "Monitor's Fifth Report"); and
- (b) approving the fees and disbursements of the Monitor and of the Monitor's counsel for the period from April 24, 2009 to August 31, 2009 as detailed in the Monitor's Fifth Report and in the affidavits of Robert Kofman and Mario Forte, sworn on September 8 and 9, 2009 respectively (collectively, the "Fee Affidavits"), filed,

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

ON READING the Monitor's Notice of Motion, the Monitor's Fifth Report, and the Fee Affidavits and upon hearing the submissions of counsel for the Monitor and other counsel appearing:

1. **THIS COURT ORDERS THAT** the Monitor's Fifth Report and the Monitor's activities, as described in the Monitor's Fifth Report, be and they are hereby approved.

2. **THIS COURT ORDERS** that the Monitor's fees and disbursements summarized in the Monitor's Fifth Report and in the Affidavit of Robert Kofman sworn September 8, 2009 in the aggregate amount of \$304,125 (inclusive of disbursements and goods and services taxes) be approved and that the Monitor's legal fees and disbursements summarized in the Monitor's Fifth Report and in the Affidavit of Mario Forte sworn September 9, 2009 in the aggregate amount of \$129,451.42 (inclusive of disbursements and goods and services taxes) be approved.



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

Court File No: CV-09-8257-00 CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF NEXIENT
LEARNING INC. AND NEXIENT LEARNING CANADA INC.

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

ORDER

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