



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

**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 NEXIENT LEARNING INC. AND
NEXIENT LEARNING CANADA INC.**

Applicants

FIRST MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Pepall of the Ontario Superior Court of Justice (the "Court") dated June 29, 2009 (as amended and restated), Nexient Learning Inc. and Nexient Learning Canada Inc. (collectively, the "Applicants") commenced proceedings pursuant to the *Companies' Creditors Arrangement Act* (Canada) and RSM Richter Inc. was appointed as monitor (the "Monitor") in those proceedings.

B. Pursuant to an Order of the Court dated August 19, 2009, the Court approved an asset purchase agreement dated as of August 5, 2009 (the "Sale Agreement") among Global Knowledge Network (Canada) Inc. as buyer (the "Purchaser"), and the Applicants as vendors in respect of the sale of certain assets described in the Sale Agreement (the "Assets") and provided for the vesting in the Purchaser of the Applicants' right, title and interest in and to the Assets other than the Contracts free and clear of all Vesting Order Claims, which vesting is to be effective with respect to the Assets other than the Contracts upon the delivery by the Monitor to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Assets; (ii) that the conditions to Closing as set out in Section 4 of the Sale Agreement have been satisfied or waived by the Applicants and the Purchaser; and (iii) the Applicants have advised the Monitor that the Transaction has been completed to the satisfaction of the Applicants.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

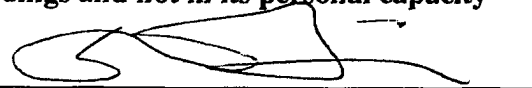
THE MONITOR CERTIFIES the following:

1. The Applicants have advised the Monitor that the Purchaser has paid and the Applicants have received the Purchase Price for the Assets payable on the Closing Date pursuant to the Sale Agreement;

2. The Applicants have advised the Monitor that the conditions to Closing as set out in Section 4 of the Sale Agreement have been satisfied or waived by the Applicants and the Purchaser; and
3. The Applicants have advised the Monitor that the Transaction has been completed to the satisfaction of the Applicants.
4. This Certificate was delivered by the Monitor at 6:00pm on August 21, 2009.

**RSM RICHTER INC., in its capacity as
monitor in the Applicants' CCAA
proceedings and not in its personal capacity**

Per:



Name: DAVID SIERADZKI

Title: VP

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LEARNING INC. AND NEXIENT LEARNING CANADA INC. (the "Applicants")

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced at Toronto

FIRST MONITOR'S CERTIFICATE

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