



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

**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**

**SECOND 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 "Approval and Vesting Order"), the Court approved the agreement of purchase and sale made as of August 5, 2009 (the "Sale Agreement") among Global Knowledge Network (Canada) Inc. as buyer (the "Purchaser"), and the Applicants, as vendors, and provided for the vesting in the Purchaser of the Applicants' right, title and interest in and to certain Contracts, listed in Appendix "A" hereto (the "Transition Period Contracts") free and clear of all Vesting Order Claims, that shall remain with, and are not otherwise cancelled at the request of the Purchaser by the Applicants during the Transition Period, which vesting is to be effective upon the Monitor's filing of this certificate with the Court.
- 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 Purchaser has advised that the consents or waivers required by such Excluded Contracts referred to in clause 14(ii) of the Transition and Occupation Services Agreement have been obtained to the satisfaction of the Purchaser.

This Certificate was delivered by the Monitor at Toronto on December ~~30~~, 2009.

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

Per. \_\_\_\_\_

Name: Gus Tertigas

Title: Vice-president

## **APPENDIX "A"**

1. Any and all Contracts for which an assignment from the Vendors to the Purchaser was consented to by a separate written consent from a third party;
2. All active agreements providing for the provision or sale or licensing of goods and/or services by the Vendors to end use customers;
3. All active reseller agreements whereby the goods and services of the Vendors are being resold by third parties, but shall not include any such reseller agreements where the Vendors have a cross-obligation to re-sell goods and services of a third party;
4. All active stand alone mutual non-disclosure or confidentiality agreements where the confidentiality and/or non-disclosure provisions are the primary provisions and focus of the agreement thereof;
5. All active stand-alone non-disclosure or confidentiality agreements where only the Vendors (or one of them) are the disclosing party and therefore excludes any non-disclosure or confidentiality agreements where the Vendors or one of them are the receiving party of confidential information;
6. All employee agreements for employees terminated on or prior to October 31, 2009;
7. All Confidentiality and Non-Solicitation Agreements executed by any Person in connection with the CCAA Proceedings, including but not limited to the letter dated July 9, 2009, signed by ESI International Inc. ("ESI") on July 13, 2009; and
8. All confidentiality and/or non-solicitation agreements executed by any Person in favour of the Vendors in connection with a potential acquisition of the Vendors or either one of them.

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**ONTARIO**  
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**(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**SECOND MONITOR'S CERTIFICATE**

**OGILVY RENAULT LLP**  
Suite 3800, Box 84  
Royal Bank Plaza, South Tower  
200 Bay Street  
Toronto, Ontario M5J 2Z4

**Mario Forte** LSUC#: 27293F  
Tel: (416) 216-4870  
Fax: (416) 216-3930

**Evan Cobb** LSUC#: 55787N  
Tel: (416) 216-1929  
Fax: (416) 216-3930

Lawyers for the Monitor, RSM Richter Inc.