

**CLAIRVEST GROUP INC. ACQUIRES  
COMMON SHARES OF NEXIENT LEARNING INC.**

**Toronto, Ontario, April 27, 2009/CNW/** - Clairvest Group Inc. (“Clairvest”) announced that on April 17, 2009, it acquired 3,636,720 Common Shares of Nexient Learning Inc. (“Nexient”) pursuant to the terms of the Third Senior Debenture and Mezzanine Debenture issued to Clairvest by Nexient on June 30, 2008 (collectively, the “Debentures”) in connection with a recapitalization, whereby, among other things, Nexient restructured its then outstanding debentures and warrants and consolidated its then outstanding Common Shares. Pursuant to the terms of the Debentures, a portion of the interest payable thereunder is paid through the issuance of Common Shares of Nexient valued at the market price of such shares as at the relevant interest payment date. The Common Shares issued to Clairvest on April 17, 2009 represent Clairvest’s accrued interest entitlements under the Debentures from their date of issuance until March 31, 2009. These Common Shares represent approximately 6.5% of Nexient’s outstanding Common Shares.

After acquiring these Common Shares, Clairvest beneficially owns and controls 4,337,950 Common Shares, representing approximately 8% of the outstanding Common Shares of Nexient, 4,543,209 Series A Preferred Shares, representing approximately 9% of the outstanding Series A Preferred Shares and 730,356 Series B Preferred Shares, representing approximately 7% of the outstanding Series B Preferred Shares. If Clairvest were to convert all of the convertible securities that it holds in Nexient then, assuming that no other securityholder converts its convertible securities, Clairvest would own and control 9,611,515 Common Shares, which would represent approximately 16% of Nexient’s outstanding Common Shares. On a partially diluted basis, assuming the conversion of all of Nexient’s outstanding preferred shares and warrants, Clairvest’s holdings would represent approximately 7% of Nexient’s outstanding Common Shares.

The Common Shares were issued to Clairvest pursuant to the terms of the Debentures and are exempt from prospectus and registration requirements pursuant to *National Instrument 45-106 – Prospectus and Registration Exemptions*. Clairvest may, depending on market and other conditions, on an individual or joint basis, increase or decrease its beneficial ownership of Common Shares of Nexient, whether in the open market, by privately negotiated agreements, or otherwise.

This press release is issued pursuant to National Instrument 62-103 – The Early Warning System and Related Take-Over Bid and Insider Reporting Issues, which requires a report to be filed on SEDAR ([www.sedar.com](http://www.sedar.com)) containing additional information with respect to the foregoing matters.

For further information or to obtain a copy of the report:

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