

THE SECURITIES ACT

)

Order No. 6324

)

Section 147.1(1)

)

May 26, 2011

NEXIENT LEARNING INC

WHEREAS:

(A) Nexient Learning Inc (the "Issuer") is a reporting issuer under The Securities Act (Manitoba) (the "Act").

(B) The Issuer has not filed with The Manitoba Securities Commission (the "Commission") Interim Financial Statements and Interim MD&A for the Period ended June 30, 2009 as required under National Instrument 51-102 Continuous Disclosure Obligations.

I HEREBY ORDER under section 147.1(1) of the Act that trading in the securities of the Issuer cease until:

1. The Issuer becomes current in its filings with the Commission under National Instrument 51-102 Continuous Disclosure Obligations and pays all outstanding filing fees, if any, to the Commission, and
2. The Director makes an order under the Act revoking this order.

"R.B. Bouchard"
DIRECTOR