



## **YTW WESLEA GROWTH CAPITAL CORPORATION ANNOUNCES COMPLETION OF QUALIFYING TRANSACTION WITH BROADBAND LEARNING CORPORATION**

**TSX VENTURE EXCHANGE: YGW.P (NOW BLC)                      FOR IMMEDIATE RELEASE**

**TORONTO, ONTARIO –December 16, 2005** –YTW Weslea Growth Capital Corporation (“YTW”, TSX Venture: YGW.P) (now Broadband Learning Corporation (TSX Venture: BLC)) is pleased to announce it has completed its arm’s length amalgamation with Broadband Learning Corp. (“BLC”, see [www.broadbandlearning.com](http://www.broadbandlearning.com)). The amalgamation, which was effective December 15, 2005, is YTW’s qualifying transaction (the “Qualifying Transaction”) pursuant to the policies of the TSX Venture Exchange (the “Exchange”). Desjardins Securities Inc. acted as sponsor in connection with the Qualifying Transaction. An agreement to act as sponsor should not be construed as any assurance with respect to the merits thereof.

### ***About Broadband Learning Corporation***

BLC produces, delivers, supports and manages distance learning content needed by professionals, corporations and, ultimately, consumers using proprietary technology and nationwide distribution capabilities. BLC is driving the professional development market by providing a patented Internet-based learning system with on-demand flexibility, rich multimedia educational resources, and administrative management capabilities. This enables training companies, instructors and content providers to fully protect their intellectual properties and realize a significant return on their investment. The company serves North America and many points around the world from its offices in Salt Lake City, Utah and Waterloo, Ontario. Many of BLC’s products are delivered under the “Broadband University” trade name.

### ***Highlights of the Qualifying Transaction***

YTW, BLC and YTW BLC Acquisition Corp., a YTW subsidiary, previously entered into an Amalgamation Agreement which provided that YTW would acquire all of the issued and outstanding BLC shares from the BLC shareholders. The purchase price payable by YTW was based on an ascribed value to BLC of \$4,769,120 (at \$0.30 per YTW common share). The Amalgamation Agreement provided that YTW issue 15,897,054 common shares upon closing the Amalgamation.

Furthermore, immediately prior to the closing of the Amalgamation the following transactions also took place:

- i) executives of and services providers to BLC converted \$83,370 of debt into BLC common shares at a conversion price equivalent to \$0.30 per YTW common share, resulting in the issuance of 277,900 YTW common shares,
- ii) holders of BLC debentures converted \$107,625 of BLC debt into BLC common shares at a conversion price equivalent to \$0.30 per YTW common share, resulting in the issuance of 358,750 YTW common shares, and
- iii) YTW Growth Capital Limited Partnership subscribed for \$100,000 of BLC common shares (which upon the Amalgamation were converted into 333,333 YTW common shares) which equals an issue price of \$0.30 per YTW common share.

The debt conversions and private placement totalled \$290,995 and following the Amalgamation resulted in an additional 969,983 YTW common shares being issued. Following completion of the Qualifying Transaction and related transactions, YTW now has 26,467,037 common shares outstanding. YTW's name has now been changed to Broadband Learning Corporation and its trading symbol is BLC. Trading in BLC shares is expected to resume on the Exchange on Tuesday, December 20, 2005.

Additional information regarding the Qualifying Transaction may be found in a Filing Statement dated November 30, 2005 on SEDAR at [www.sedar.com](http://www.sedar.com).

For further information please contact Andy Wilson, President and CEO of YTW at (416) 350-5002 or Ed Giles, CEO of Broadband Learning Corp. at (801) 281-2266 x 203.

***Investors are cautioned that, except as disclosed in the Filing Statement of YTW, any information released or received with respect to the Qualifying Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of YTW/BLC should be considered to be highly speculative.***

***The TSX Venture Exchange Inc. has in no way passed upon the merits of the Qualifying Transaction and has neither approved nor disapproved the contents of this release.***

***(NOT FOR DISSEMINATION IN THE UNITED STATES OF AMERICA)***