

CENGAGE LEARNING HOLDINGS II L.P.

CURRENT REPORT

January 17, 2008

As of the date of this report, Cengage Learning Holdings II L.P. was not subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended. Consequently, this report has not and will not be filed with the Securities and Exchange Commission.
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Appointment of Certain Officers.

On January 17, 2008, Cengage Learning (the "Company") announced that Jerry V. Elliot has been appointed to the position of Chief Financial Officer of the Company, effective January 21, 2008. The full text of the press release is included as Exhibit 99.1 to this Report.

Exhibits

Exhibit No.	Description
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99.1	Press Release dated January 17, 2008.
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News Release

Media Contact:

Lindsay Brown
Director, Corporate Communications
Cengage Learning
203-965-8634
lindsay.brown@cengage.com

Cengage Learning Names Jerry V. Elliott as Chief Financial Officer

New CFO brings strengths in management, corporate finance, and equity and debt financing

Stamford, CT– January 17, 2008 – Cengage Learning, one of the world’s largest providers of print and digital information services for the educational and library reference markets, has appointed Jerry V. Elliott Chief Financial Officer of Cengage Learning. Mr. Elliott has a strong record of success in a variety of senior executive positions and will be a member of the Cengage Learning Executive Committee, reporting directly to Ronald Dunn, CEO and president.

“With his strong background in corporate finance, equity and debt financing and senior management positions, Jerry is uniquely qualified to make significant contributions to Cengage Learning,” said Mr. Dunn. “I am very pleased to welcome Jerry to our organization and believe he will have a strong influence on our future success.”

Mr. Elliott was most recently President and CEO of Global Signal where he accelerated revenue growth, significantly increased cash flow, improved employee retention, instituted a customer-centered culture and transformed the organization from an acquisition vehicle to a strong operating company. He led the sale of Global Signal to Crown Castle in 2007.

Prior to Global Signal, Mr. Elliott was at Citizens Communications where he served first as Executive Vice President and Chief Financial Officer from 2002 to 2005, then as President from 2005 to 2006. He was instrumental in improving cash flow and profit margins during his tenure at Citizens Communications.

From 1998-2002, as Managing Director, Media and Communications, Investment Banking Group for Morgan Stanley, Mr. Elliott led all aspects of client coverage and M&A, debt and equity transactions for a wide range of media and communications companies. Prior to that, Mr. Elliott led equity and debt financings with specialties in high yield, media and communications from 1988 to 1998 for Shearman & Sterling, a global lawfirm

representing leading financial institutions, governments, corporations and other organizations in major transactions.

Mr. Elliott holds an L.L.M. in Taxation from New York University School of Law, and both a J.D. and B.B.A. in Accounting and Finance from Baylor University. In addition, he has NASD Series 24, 63 and 7 certifications. Mr. Elliott will be based out of the Cengage Learning headquarters in Stamford, Connecticut beginning January 21, 2008.

About Cengage Learning

Cengage Learning, formerly Thomson Learning, delivers highly customized learning solutions for colleges, universities, professors, students, libraries, government agencies, corporations and professionals around the world. These solutions are delivered through specialized content, applications and services that foster academic excellence, professional development, and measurable learning outcomes. Cengage Learning's existing company and imprint brands include Heinle, Gale, Wadsworth, Delmar Learning, Brooks/Cole and South-Western, among others. For more information on Cengage Learning please visit www.cengage.com.