

CENGAGE LEARNING HOLDINGS II L.P.
(formerly TL Holdings II L.P.)

CURRENT REPORT

July 7, 2010

As of the date of this report, Cengage Learning Holdings II L.P. (formerly TL 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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Departure of Certain Officers; Other Events

On July 7, 2010, Cengage Learning announced that it will consolidate its Academic & Professional Group, Gale and international operations into one integrated global business.

In connection with the reorganization of its businesses, effective immediately, Ron Mobed will no longer serve as President of the Company's Academic & Professional Group and Patrick Sommers will no longer serve as President of The Gale Group. The positions of President of each of the Academic & Professional Group and Gale will be eliminated.

The full text of the press release announcing the events described above is included as an exhibit to this Report.

Exhibits

99.1 Press Release dated July 7, 2010

This Current Report may contain forward-looking statements. Forward-looking statements are those which are not historical facts. These and other statements that relate to future results and events are based on Cengage Learning's current expectations and assumptions and are subject to risks and uncertainties which may cause our actual results in future periods to differ materially from those currently expected because of factors discussed in this presentation. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

News Release



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Cengage Learning Announces Streamlined Operating Structure To Allow Greater Synergy, Focused Technology Investments And Increased Innovation Across Company

*Incorporates Library/Reference, Academic/Professional and International Business Units
To Provide Research and Learning Solutions Unmatched In Industry*

Stamford, CONN — July 7, 2010 — Cengage Learning, a leading global provider of innovative teaching, learning and research solutions, today announced that the company will consolidate its business units into one streamlined operating group, a new structure that will allow for greater synergies, more focused technology investments and increased innovation both domestically and internationally. The move brings together the company's Academic and Professional Group (APG), including such well-known brands as South-Western, Delmar, Wadsworth and Brooks/Cole, with the market leading library/reference group, Gale, and the company's international operations. The transition will begin immediately, and is expected to be completed in September, 2010.

"This is an exciting change for Cengage Learning and our customers, making it possible for us to provide a range of research and learning solutions that is unprecedented in our industry," said Ron Dunn, President and CEO of Cengage Learning. "Unlike any of our competitors, we can leverage the combined resources of Gale and APG to bridge the gap between the library and the classroom, developing innovative new solutions that combine Gale's unparalleled expertise in creating, organizing and distributing content with APG's deep understanding of pedagogy, teaching and learning styles, and assessment. This combination will allow Cengage Learning to better serve customers worldwide – in classrooms, libraries, and anywhere else people engage in research and learning. It represents an alliance of abilities completely unique in our industry – a blend of content, technology, and expertise – drawn from more than half a century serving both classrooms and libraries."

As a result of the restructuring, Patrick C. Sommers, President of Gale will retire at the end of July, and Ron Mobed, President of the Academic and Professional Group will be leaving the company. Dunn's new Executive Committee will include: Adrian Butler, Executive Vice President, Human Resources; Ken Carson, General Counsel; Dean Durbin, Chief

Financial Officer; Rich Foley, Executive Vice President, Sales and Marketing; Manuel Guzman, Executive Vice President, Learning and Research Solutions; and William Rieders, Executive Vice President, New Media.

About Cengage Learning

Cengage Learning is a leading provider of innovative teaching, learning and research solutions for the academic, professional and library markets worldwide. The company's products and services are designed to foster academic excellence and professional development, increase student engagement and improve learning outcomes. Cengage Learning's brands include Heinle, Gale, Wadsworth, Delmar, Brooks/Cole and South-Western, among others. For more information on Cengage Learning please visit www.cengage.com.