

Third Quarter 2008

May 13, 2008



Special Note

Safe Harbor/Forward-Looking Statements

- The following discussion will contain forward-looking statements, including statements about the outlook and prospects for Cengage Learning.
- 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, in the management's discussion and analysis section of the company's Third Quarter Report and the "Risk Factors" section of the Offering Memorandum relating to the 10.50% Senior Notes due 2015 and the 13.25% Senior Subordinated Discount Notes due 2015 issues by Cengage Learning Acquisitions, Inc. (formerly known as "TL Acquisitions, Inc."). Please consult either of these documents for a more complete understanding of these risks and uncertainties. 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.

Non-GAAP Financial Measures

- This presentation contains disclosures of certain non-GAAP financial measures. Please see the "Investor Relations" section of our website, www.cengage.com, for a reconciliation of each of these measures to the most directly comparable GAAP financial measure.

Agenda

- Welcome/Introduction
- Key Business Developments and Financial Highlights
- Financial Results
- Questions & Answers

Ron Dunn

Jerry Elliott

Key Business Developments

- Factors affecting quarterly results
- Growth initiatives
- Pending acquisition of Houghton Mifflin College Division

Financial Highlights

- Strong revenue growth
- LTM Adjusted EBITDA continues to grow
- Strong cash flow growth

Consolidated and Combined Financial Results

(\$ Millions)

	THIRD QUARTER			YEAR TO DATE		
	<u>2008</u>	<u>2007</u>	<u>Change</u>	<u>2008</u>	<u>2007</u>	<u>Change</u>
Revenue ^{(a),(b)}	\$ 286.2	\$ 266.5	7.4%	\$ 1,432.7	\$ 1,386.6	3.3%
EBITDA ^(a)	\$ 21.8	\$ 0.4	NM	\$ 509.0	\$ 477.2	6.7%
Margin	7.6%	0.2%		35.5%	34.4%	
Free cash flow	\$ (82.8)	NM		\$ 227.9	NM	

NM - Not meaningful

- (a) Current period reflects \$5.1 million and \$25.0 million reduction to revenue, for the third quarter and year to date 2008, respectively, associated with purchase accounting adjustments to deferred revenue, and have a 100% flow through to EBITDA.
- (b) Current period includes \$1.7 million and \$17.2 million of revenue for the third quarter and year to date 2008, respectively, from transactions with a former affiliate of Thomson Learning which was reported as a reduction of expenses for all periods prior to July 5, 2007. Such transactions reduced expenses during the third quarter and year to date 2007 by \$1.4 million and \$19.9 million, respectively.

Academic & Professional

(\$ Millions)

	THIRD QUARTER			YEAR TO DATE		
	<u>2008</u>	<u>2007</u>	<u>Change</u>	<u>2008</u>	<u>2007</u>	<u>Change</u>
Revenue ^(a)	\$ 157.6	\$ 134.3	17.3%	\$ 948.9	\$ 888.7	6.8%
EBITDA	\$ 13.6	\$ 2.3	491.3%	\$ 414.2	\$ 390.0	6.2%
Margin	8.6%	1.7%		43.7%	43.9%	

(a) Current period includes \$0.8 million and \$15.9 million of revenue for the third quarter and year to date 2008, respectively, from transactions with a former affiliate of Thomson Learning which was reported as a reduction of expenses for all periods prior to July 5, 2007. Such transactions reduced expenses during the third quarter and year to date 2007 by \$0.3 million and \$18.3 million, respectively.

Gale

(\$ Millions)

	THIRD QUARTER			YEAR TO DATE		
	<u>2008</u>	<u>2007</u>	<u>Change</u>	<u>2008</u>	<u>2007</u>	<u>Change</u>
Revenue	\$ 61.9	\$ 65.5	-5.5%	\$ 229.3	\$ 239.8	-4.4%
EBITDA	\$ 21.1	\$ 23.9	-11.7%	\$ 102.6	\$ 97.9	4.8%
<i>Margin</i>	<i>34.1%</i>	<i>36.5%</i>		<i>44.7%</i>	<i>40.8%</i>	

International

(\$ Millions)

	THIRD QUARTER			YEAR TO DATE		
	<u>2008</u>	<u>2007</u>	<u>Change</u>	<u>2008</u>	<u>2007</u>	<u>Change</u>
Revenue	\$ 67.3	\$ 61.5	9.4%	\$ 259.3	\$ 240.8	7.7%
EBITDA	\$ (0.7)	\$ (5.8)	87.9%	\$ 35.4	\$ 30.0	18.0%
<i>Margin</i>	<i>-1.0%</i>	<i>-9.4%</i>		<i>13.7%</i>	<i>12.5%</i>	

Questions & Answers

