

TL HOLDINGS II L.P.

CURRENT REPORT

July 9, 2007

As of the date of this report, 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 (“SEC”). However, TL Holdings II L.P. is obligated pursuant to the indentures, dated as of July 5, 2007, among TL Acquisitions, Inc. (a wholly owned subsidiary of TL Holdings II L.P.), the guarantors named therein and The Bank of New York as trustee, to post, on a publicly accessible page on Thomson Learning’s website, financial information that Thomson Learning would be required to file with the SEC were it subject to Sections 13 or 15(d) of the Securities Exchange Act of 1934, as amended, subject to exceptions consistent with the presentation of financial information in the TL Acquisitions, Inc. Offering Memorandum, dated June 22, 2007, relating to the \$1,215,600,000 10.50% Senior Notes due 2015 and the \$519,000,000 13.25% Senior Subordinated Discount Notes due 2015. In addition to such financial information, TL Holdings II L.P. may, from time to time, post on its website reports (such as this report) of events reportable on Form 8-K.

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of President of Academic and Professional Group

The Board of Directors of Thomson Learning, Inc. (“TL”), a wholly-owned subsidiary of TL Holdings II L.P. (the “Company”), has appointed Charles Siegel as President of the newly formed Academic and Professional Group of TL effective as of July 9, 2007.

Mr. Siegel, 61, has served as Senior Vice President of Operations of TL since September 2000. The Academic and Professional Group is a newly established operating unit of TL formed by combining TL’s Higher Education and Career and Professional Group.

Departure of Certain Officers

On July 9, 2007, TL announced that effective as of July 31, 2007, the position of Chief Executive Officer of TL’s Higher Education operating unit, held by Susan Badger, will be eliminated in connection with the combination of the Higher Education operating unit with the Career and Professional Group to form the Academic and Professional Group. Ms. Badger’s employment with TL will cease effective as of the elimination of the position on July 31, 2007, and until such date Ms. Badger is anticipated to assist with the transition of her duties.

On July 16, 2007, Gordon Macomber, President of The Gale Group, Inc. (“Gale”), a subsidiary of the Company, resigned his position with Gale effective as of October 3, 2007. Effective as of July 20, 2007, Dennis Stepaniak, Chief Financial Officer of Gale will assume day-to-day executive authority for Gale in addition to retaining his current position. Mr. Macomber is anticipated to continue to work on a variety of special projects relating to Gale through October 3, 2007.

SIGNATURES

Dated: July 9, 2007

TL Holdings II L.P.

By TL GP I LLC
its general partner

By: /s/ Jacqueline D. Reses
Name: Jacqueline D. Reses
Title: President/CFO