

CENGAGE LEARNING HOLDINGS II L.P.

CURRENT REPORT

June 24, 2008

<p>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.</p>

Departure of Officer.

On June 20, 2008, Jerry V. Elliott, the Chief Financial Officer and Chief Operating Officer of Cengage Learning (the “Company”) resigned from his positions with the Company effective immediately. A search has been initiated for a new Chief Financial Officer. In the interim period, Sanford Tassel, Senior Vice President of Strategic Financial Planning, David Faiman, Senior Vice President of Finance and Accounting and Brian Mulligan, Senior Vice President of Treasury and Tax will oversee Cengage Learning’s financial functions.

For further information please contact:

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