

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

CURRENT REPORT

September 12, 2007

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 ("SEC").
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Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Departure of Certain Officers

On September 11, 2007, Cengage Learning announced the departures of Dennis Beckingham, Chief Financial Officer, and Harris Morris, Chief Strategy Officer, both effective as of September 28, 2007.

A search has been initiated for a new CFO. 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. Effective as of Mr. Morris' departure, the position of Chief Strategy Officer will be eliminated and the development and implementation of strategy will be the shared responsibility of the Cengage Learning Executive Committee.