

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

CURRENT REPORT

November 11, 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.

Departure of Director; Election of Director

On November 8, 2010, Jacqueline Reses resigned from the Board of Directors of Cengage Learning GP I, LLC (the “Board of Directors”), the general partner of Cengage Learning Holdings II L.P., effective immediately. Ms. Reses’ resignation was for personal reasons.

Marcelo Gigliani was elected to the Board of Directors on November 9, 2010. Mr. Gigliani will serve as a member of the Compensation Committee of the Board of Directors.

Mr. Gigliani is a shareholder in Apex Partners LP, an investment advisory firm to the private equity funds that acquired Cengage Learning in 2007 and a co-investor in such funds. Apex charges Cengage Learning monitoring and transaction fees.