

# CENGAGE LEARNING HOLDINGS II L.P.

## CURRENT REPORT

July 18, 2008

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As of the date of this report, Cengage Learning Holdings II L.P. is 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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### Entry into a Material Definitive Agreement

#### First Amendment to Senior Bridge Loan Credit Agreement

On July 3, 2008, Cengage Learning Holdings II L.P. (the "Company") and Cengage Learning Holdco, Inc., a Delaware corporation and direct wholly-owned subsidiary of the Company (the "Borrower"), entered into the First Amendment (the "First Amendment") to the Senior Bridge Loan Credit Agreement, dated as of July 5, 2007 (the "Bridge Loan Agreement"), with JPMorgan Chase Bank, National Association, as Administrative Agent, acting with the consent of the Required Lenders.

The First Amendment, among other things, provides that on October 31, 2008, the senior PIK loans will automatically convert into senior PIK notes in an aggregate principal amount equal to the unpaid principal amount of such loans. The senior PIK notes will mature on July 15, 2015, bear interest at 13.75% per annum, compounded semi-annually, and will have covenants substantially similar to the covenants applicable to the senior notes and senior subordinated discount notes issued by Cengage Learning Acquisitions, Inc. (a wholly-owned subsidiary of the Borrower). The senior PIK notes will have no registration rights. In addition, the First Amendment also set the interest rate on the Borrower's senior PIK loans at 13.75% per annum, effective July 5, 2008 through October 31, 2008, the date the senior PIK loans will automatically convert into senior PIK notes.

One or more of the lenders under the Bridge Loan Agreement or their affiliates have performed investment banking, financial advisory and commercial banking services for the Company and its affiliates from time to time, for which they have received customary compensation, and they may continue to do so in the future. In addition, affiliates of one or more of the lenders acted as joint book-running managers, lenders and/or agents under, and as a consideration therefore received customary fees and expenses in connection with the senior secured credit facilities and the issuance of the high yield notes. Finally, an affiliate of JPMorgan Chase Bank, National Association made an indirect equity investment of approximately \$57 million in the Company's ultimate parent.