

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

**CURRENT REPORT**

**August 11, 2009**

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<p>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").</p>
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**Departure of Officer**

On August 11, 2009, Cengage Learning announced that Charles Siegel, President of the Academic & Professional Group, will retire effective as of the appointment of a successor to his position.