

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
CENGAGE LEARNING, INC., <i>et al.</i> ,)	Case No. 13-44106 (ESS)
)	Case No. 13-44105 (ESS)
)	Case No. 13-44107 (ESS)
)	Case No. 13-44108 (ESS)
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF COMMENCEMENT OF CHAPTER 11
BANKRUPTCY CASES, MEETING OF CREDITORS, AND DEADLINES**

Commencement of Chapter 11 Cases. On July 2, 2013, the debtors listed below (collectively, the “**Debtors**”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Eastern District of New York (the “**Bankruptcy Court**”).

Debtor	Case Number	Tax ID Number
Cengage Learning, Inc. <i>a/k/a Cengage; Cengage Learning; Cengage Learning Course Technology, Inc.; Delmar-Cengage Learning, Inc.; Gale, Inc.; International Thomson Publishing Inc.; The Gale Group; The Gale Group Inc.; Thomson-Gale; Thomson Learning; Thomson Learning Inc.; Thomson Nelson Learning</i>	13-44106	XX-XXX4491
Cengage Learning Holdings II, L.P. <i>a/k/a Cengage; Cengage Learning; Thomson Learning; TL Holdings II, L.P.</i>	13-44105	XX-XXX5675
Cengage Learning Acquisitions, Inc. <i>a/k/a Cengage; Cengage Learning; Thomson Learning; TL Acquisitions, Inc.; Gale Holdings I Inc.</i>	13-44107	XX-XXX0935
Cengage Learning Holdco, Inc. <i>a/k/a Cengage; Cengage Learning; Thomson Learning; TL US Holdco, Inc.</i>	13-44108	XX-XXX0831

Joint Administration of Cases. On July 3, 2013, the Bankruptcy Court entered an order authorizing joint administration of the Debtors’ chapter 11 cases pursuant to Rule 1015 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and consolidating the chapter 11 cases for procedural purposes only under the joint caption *In re Cengage Learning, Inc., et al.*, Case No. 13-44106 (ESS).

Section 341 Meeting of Creditors. In accordance with section 341 of the Bankruptcy Code, a meeting of creditors is scheduled for September 9, 2013, at 2:00 p.m. (Eastern Time) at the Office of the United States Trustee, 271-C Cadman Plaza East, Room 4529, Brooklyn, New York 11201-1800. Representatives of the Debtors will be present at the meeting to be examined under oath by the U.S. Trustee and by creditors. Creditors are welcome to attend the meeting, but are not required to do so. The meeting may be continued and concluded at a later date by notice at the meeting, without further written notice to creditors.

Deadline for Filing Proofs of Claim. Schedules of creditors will be filed pursuant to Bankruptcy Rule 1007 and any extensions thereto approved by the Bankruptcy Court. A creditor holding a scheduled claim which is not listed as disputed, contingent, or unliquidated, may, but is not required, to file a proof of claim in these cases. A proof of claim is a written statement setting forth a creditor’s claim. A creditor whose claim is not scheduled or whose claim is listed as disputed, contingent, or unliquidated must file a proof of claim by a Court-established deadline (the “**Bar Date**”). Separate notice of the Bar Date (the “**Bar Date Notice**”) will be mailed separately and published as required by the Court. The Bar Date in these cases has not yet been set. The Bar Date Notice will contain information regarding the deadline for filing a proof of claim, a proof of claim form, and instructions for completing and filing a proof of claim form. Proof of claim forms are also available at the Bankruptcy Court Clerk’s Office at the address listed on the following page or the Court’s website at <http://www.uscourts.gov/FormsAndFees.aspx> and on the website maintained by the Debtors’ claims agent at <http://www.cengagecaseinfo.com>. Completed proof of claim forms should be mailed to:

If by first class mail:
Donlin, Recano & Company, Inc.
Re: Cengage Learning, Inc., et al.
PO Box 2059
Murray Hill Station
New York, NY 10156

If by hand delivery or overnight mail:
Donlin, Recano & Company, Inc.
Re: Cengage Learning, Inc., et al.
419 Park Avenue South, Suite 1206
New York, NY 10016

Chapter 11 Plan. Chapter 11 allows a debtor to reorganize or liquidate pursuant to a plan. A plan is not effective unless confirmed by the court. You may be sent a copy of the plan and a disclosure statement telling you about the plan, and you might have the opportunity to vote on the plan. You will be sent notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the debtor's property and may continue to operate any business.

Discharge of Debts. In accordance with section 1141(d) of the Bankruptcy Code, confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. A discharge means that you may never try to recollect the debt from the Debtors, except as provided in the chapter 11 plan.

Creditors May Not Take Certain Actions. Pursuant to section 362(a) of the Bankruptcy Code, the filing of a bankruptcy petition automatically stays certain collection and other actions against the Debtors' and the Debtors' property. Prohibited actions are listed in detail in section 362(a) of the Bankruptcy Code. If unauthorized actions are taken by a creditor against the Debtors, the Bankruptcy Court may penalize that creditor. A creditor who is considering taking action against the Debtors or their property should review, among other things, section 362(a) of the Bankruptcy Code and seek legal advice from their own independent counsel.

How to Obtain Documents. Electronic copies of all pleadings or other documents filed in these chapter 11 cases may be obtained for a fee via PACER on the Bankruptcy Court's website at <https://ecf.nyeb.uscourts.gov/>. Free electronic copies of all pleadings and certain other documents filed in these chapter 11 cases are posted at the website maintained by the Debtors' claim agent at <http://www.cengagecaseinfo.com> and can also be obtained by calling the Debtors' Case Information Hotline at the numbers listed below.

Legal Advice. Neither the Debtors' lawyers nor the Bankruptcy Court Clerk's Office can provide you with legal advice. Nothing herein should be construed as legal advice and all summaries of documentation are for your convenience only and qualified in all respects by the documents referenced herein. Should you require legal advice, you may wish to consult an attorney to protect your rights.

Contact Information.

Debtors' Case Information Hotline	
Toll-Free: (800) 654-4134 International Toll: (646) 378-4198 Email: cengageinfo@donlinrecano.com	

United States Bankruptcy Court, Eastern District of New York	
<u>Address</u> Conrad B. Duberstein U.S. Courthouse 271-C Cadman Plaza East, Suite 1595 Brooklyn, NY 11201-1800	<u>Clerk of the Court</u> Robert A. Gavin, Jr. <u>Hours</u> 9:00 a.m. – 4:30 p.m. (weekdays only) <u>Telephone</u> (347) 394-1700

UNITED STATES BANKRUPTCY COURT Eastern District of New York

**Notice of
Chapter 11 Bankruptcy Case, Meeting of Creditors, & Deadlines**

A chapter 11 bankruptcy case concerning the debtor(s) listed below were filed on July 2, 2013.

You may be a creditor of the debtor. **This notice lists important deadlines.** You may want to consult an attorney to protect your rights. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below.

NOTE: The staff of the bankruptcy clerk's office cannot give legal advice.

Creditors — Do not file this notice in connection with any proof of claim you submit to the court.

See Reverse Side for Important Explanations

Debtor(s) name(s) used by the debtor(s) in the last 8 years, including married, maiden, trade, and address):			
Cengage Learning, Inc. a/k/a Cengage; Cengage Learning; Cengage Learning Course Technology, Inc.; Delmar-Cengage Learning, Inc.; Gale, Inc.; International Thomson Publishing Inc.; The Gale Group; The Gale Group Inc.; Thomson-Gale; Thomson Learning; Thomson Learning Inc.; Thomson Nelson Learning 200 First Stamford Place, 4th Floor Stamford, CT 06902	Cengage Learning Acquisitions, Inc. a/k/a Cengage; Cengage Learning; Thomson Learning; TL Acquisitions, Inc.; Gale Holdings I Inc. 200 First Stamford Place, 4th Floor Stamford, CT 06902	Cengage Learning Holdings II, L.P. a/k/a Cengage; Cengage Learning; Thomson Learning; TL Holdings II, L.P. 200 First Stamford Place, 4th Floor Stamford, CT 06902	Cengage Learning Holdco, Inc. a/k/a Cengage; Cengage Learning; Thomson Learning; TL US Holdco, Inc. 200 First Stamford Place, 4th Floor Stamford, CT 06902

Case Numbers: Cengage Learning Inc., Case No. 1-13-44106 (ESS) Cengage Learning Acquisitions, Inc., Case No. 1-13-44107 (ESS) Cengage Learning Holdings II, L.P., Case No. 1-13-44105 (ESS) Cengage Learning Holdco, Inc., Case No. 1-13-44108 (ESS)	Social Security / Individual Taxpayer ID / Employer Tax ID / Other nos: Cengage Learning, Inc. - 59-2124491 Cengage Learning Acquisitions, Inc., - 35-2300935 Cengage Learning Holdings II, L.P., - 37-1545675 Cengage Learning Holdco, Inc., Case No. - 36-4610831
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Attorney for Debtor(s) (name and address): Jonathan S. Henes Christopher Marcus KIRKLAND & ELLIS LLP KIRKLAND & ELLIS INTERNATIONAL LLP 601 Lexington Avenue New York, New York 10022	
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Meeting of Creditors

Date: September 9, 2013

Time: 2:00 p.m.

Location: Office of the United States Trustee, 271-C Cadman Plaza East - Room 4529, Brooklyn, New York 11201-1800

Deadline to File a Proof of Claim

Proof of claim must be *received* by the bankruptcy clerk's office by the following deadline: (Notice of deadline will be sent at a later time)

Creditor with a Foreign Address:

A creditor to whom this notice is sent at a foreign address should read the information under "Claims" on the reverse side.

Bankruptcy Rule 4007(c) Deadline to File a Complaint to Determine Dischargeability of Certain Debts: November 8, 2013

Creditors May Not Take Certain Actions:

In most instances, the filing of the bankruptcy case automatically stays certain collection and other actions against the Debtors and the Debtors' property. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the Debtors can request the court to extend or impose a stay. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized. Common examples of prohibited actions by creditors are contacting the Debtors to demand repayment, taking action against the Debtors to collect money owed to creditors or to take property of the Debtors and starting or continuing collection actions, foreclosure actions or repossessions. Consult a lawyer to determine your rights in this case.

Address of the Bankruptcy Clerk's Office: Clerk of the Bankruptcy Court 271-C Cadman Plaza East - Room 4529 Brooklyn, New York 11201-1800 Telephone number: (347)394-1700	For the Court: Clerk of the Bankruptcy Court: Robert A. Gavin, Jr. Clerk of the Court United States Bankruptcy Court for the Eastern District of New York
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Hours Open: 9:00 a.m. to 5:00 p.m.	
Filing of Chapter 11 Bankruptcy Case	A bankruptcy case under Chapter 11 of the Bankruptcy Code (title 11, United States Code) has been filed in this court by or against the Debtor(s) listed on the front side, and an order for relief has been entered. Chapter 11 allows the Debtors to reorganize or liquidate pursuant to a plan. A plan is not effective unless confirmed by the court. You may be sent a copy of the plan and a disclosure statement telling you about the plan, and you might have the opportunity to vote on the plan. You will be sent notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the Debtors will remain in possession of the Debtors' property and may continue to operate any business.
Legal Advice	The staff of the Bankruptcy Clerk's Office, the Office of the United States Trustee and the Debtors' notice and claims agent cannot give legal advice. Consult a lawyer to determine your rights in this case.
Creditors Generally May Not Take Certain Actions	Prohibited collection actions are listed in Bankruptcy Code § 362. Common examples of prohibited actions include contacting the Debtors by telephone, mail, or otherwise to demand repayment; taking actions to collect money or obtain property from the Debtors; repossessing the Debtors' property; and starting or continuing lawsuits or foreclosures. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the Debtors can request the court to extend or impose a stay.
Meeting of Creditors	A meeting of creditors is scheduled for the date, time, and location listed on the front side. <i>The Debtors' representative must be present at the meeting to be questioned under oath by the trustee and by creditors.</i> Creditors are welcome to attend, but are not required to do so. The meeting may be continued and concluded at a later date without further notice. The court, after notice and a hearing, may order that the United States trustee not convene the meeting if the debtor has filed a plan for which the debtor solicited acceptances before filing the case.
Claims	<p>A Proof of Claim is a signed statement describing a creditor's claim. A Proof of Claim form "Official Form B10" can be obtained at the United States Courts Web site: (http://www.uscourts.gov/FormsAndFees/Forms/BankruptcyForms.aspx) or at any Bankruptcy Clerk's Office. You may look at the schedules that have been or will be filed at the bankruptcy clerk's office. If your claim is scheduled and is <i>not</i> listed as disputed, contingent, or unliquidated, it will be allowed in the amount scheduled unless you filed a Proof of Claim or you are sent further notice about the claim. Whether or not your claim is scheduled, you are permitted to file a Proof of Claim. If your claim is not listed at all <i>or</i> if your claim is listed as disputed, contingent, or unliquidated, then you must file a Proof of Claim or you might not be paid any money on your claim and may be unable to vote on the plan. The court has not yet set a deadline to file a Proof of Claim. If a deadline is set, you will be sent another notice. A secured creditor retains rights in its collateral regardless of whether that creditor files a Proof of Claim. Filing a Proof of Claim submits the creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a Proof of Claim may surrender important nonmonetary rights, including the right to a jury trial. Filing Deadline for a Creditor with a Foreign Address: The deadlines for filing claims will be set in a later court order and will apply to all creditors unless the order provides otherwise. If notice of the order setting the deadline is sent to a creditor at a foreign address, the creditor may file a motion requesting the court to extend the deadline.</p> <p><i>Do not include this notice with any filing you make with the court.</i></p>
Discharge of Debts	Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See Bankruptcy Code § 1141(d). A discharge means that you may never try to collect the debt from the debtor, except as provided in the plan. If you believe that a debt owed to you is not dischargeable under Bankruptcy Code § 1141(d)(6)(A), pursuant to Bankruptcy Rule 4007(c), you must start a lawsuit by filing a complaint in the bankruptcy clerk's office by the "Deadline to File a Complaint to Determine Dischargeability of Certain Debts" listed on the front side. The bankruptcy clerk's office must receive the complaint and any required filing fee by that Deadline.
Bankruptcy Clerk's Office	Any paper that you file in this bankruptcy case should be filed at the bankruptcy clerk's office at the address listed on the front side. You may inspect all papers filed, including the list of the debtor's property and debts and the list of the property claimed as exempt, at the bankruptcy clerk's office.
Creditor with a Foreign Address	Consult a lawyer familiar with United States bankruptcy law if you have any questions regarding your rights in this case.
Copies of The Petition Must Be Served on The Following Parties	<p>Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346.</p> <p>Securities and Exchange Commission, Northeast Regional Office, Woolworth Building, 233 Broadway, New York, New York 10279.</p>
Refer to Other Side for Important Deadlines and Notices	