

Jonathan S. Henes
Christopher Marcus
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

- and -

James H.M. Sprayregen
Ross M. Kwasteniet (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Proposed Counsel to the Debtors and Debtors in Possession

**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 ADJOURNMENT OF MATTERS
SCHEDULED FOR HEARING ON JULY 24, 2013**

PLEASE TAKE NOTICE that the hearing with respect to the following matters (the “*Adjourned Matters*”), currently scheduled for July 24, 2013 at 2:00 p.m. (Eastern Time), has been adjourned until **August 1, 2013 at 3:00 p.m. (Eastern Time)**:

- *Debtors’ Motion Final Order (I) Authorizing the Use of Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; and (III) Scheduling a Final Hearing [Docket No. 7]*

- *Debtors' Motion for Entry of a Final Order (I) Authorizing (A) Continued Use of Existing Cash Management System, (B) Maintenance of Existing Bank Accounts, (C) Continued Use of Existing Business Forms, and (D) Continued Use of Existing Investment Practices; and (II) (A) Granting Superpriority Administrative Expense Status to Postpetition Intercompany Claims, and (B) Authorizing Continued Performance Under Certain Intercompany Arrangements and Historical Practices [Docket No. 13].*

PLEASE TAKE FURTHER NOTICE that the Adjourned Matters will be heard before the Honorable Elizabeth S. Stong, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Eastern District of New York, 271 Cadman Plaza East, Brooklyn, New York 11201-1800.

PLEASE TAKE FURTHER NOTICE that any objections, if any, to relief requested in the Adjourned Matters: (a) must be in writing; (b) shall conform to the Federal Rules of Bankruptcy Procedure, and the Local Bankruptcy Rules for the Eastern District of New York; and (c) set forth the name of the responding party, the basis for the response and the specific grounds thereof (with a hard copy delivered directly to the chambers of the Honorable Elizabeth S. Stong), so as to be filed and received by no later than **July 25, 2013 at 5:00 p.m. (prevailing Eastern Time)**. Only those objections that are timely filed, served and received will be considered at the hearing. Failure to file a timely objection may result in entry of orders granting the relief requested by the Debtors.

PLEASE TAKE FURTHER NOTICE that copies of these motions may be obtained free of charge by visiting the website of Debtors' notice and claims agent, Donlin, Recano & Company, Inc. at <http://www.cengagecaseinfo.com> or by calling Toll-Free: (800) 654-4134 and/or International Toll: (646) 378-4198. You may also obtain copies of any pleadings by visiting the Court's website at <http://www.nyeb.uscourts.gov/> in accordance with the procedures and fees set forth therein.

Brooklyn, New York
Dated: July 15, 2013

/s/ Jonathan S. Henes

Jonathan S. Henes
Christopher Marcus
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

- and -

James H.M. Sprayregen
Ross M. Kwasteniet (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

*Proposed Counsel to the Debtors
and Debtors in Possession*