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*Proposed Counsel to the Debtors and Debtors in Possession*

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

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

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

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Date and Time of Hearing: July 24, 2013 at 2:00 p.m. (Prevailing Eastern Time)

Location of Hearing: Honorable Elizabeth S. Stong  
United States Bankruptcy Court for the Eastern District of New York  
271 Cadman Plaza East  
Brooklyn, New York 11201-1800

**PLEASE TAKE NOTICE** that on July 2, 2013 (the “*Petition Date*”), the above-captioned debtors and debtors-in-possession (collectively, the “*Debtors*”), each filed a voluntary petition 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 “*Court*”).

**PLEASE TAKE FURTHER NOTICE** that the motions set forth below were approved on an interim basis on July 3, 2013, and will be heard on a final basis at a hearing scheduled for **July 24, 2013 at 2:00 p.m. (prevailing Eastern Time)**, before the Honorable Elizabeth S. Stong, United States Bankruptcy Judge, United States Bankruptcy Court for the Eastern District of New York, 271 Cadman Plaza East, Brooklyn, New York 11201-1800 (the “*Second Day Hearing*”):

1. Cash Collateral Motion. Debtors’ Motion for Interim and Final Orders (I) Authorizing the Use of Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; and (III) Scheduling a Final Hearing [Docket No. 7]
2. Cash Management Motion. Debtors’ Motion for Entry of an 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]
3. Employee Wages and Benefits Motion. Debtors’ Motion for Entry of Interim and Final Orders Authorizing, but Not Directing, Payments of Prepetition (I) Wages, Salaries, and Other Compensation; (II) Reimbursable Employee Expenses; and (III) Employee Medical and Similar Benefits [Docket No. 9]
4. Customer Programs Motion. Debtors’ Motion for Entry of Interim and Final Orders Authorizing the Debtors to Continue to Honor Obligations to Customers in the Ordinary Course of Business and Honor Certain Prepetition Obligations Arising from Customer Programs and Practices [Docket No. 6]
5. Taxes and Fees Motion. Debtors’ Motion for Entry of Interim and Final Orders Authorizing the Payments of Certain Prepetition Taxes and Fees [Docket No. 10]

6. Shippers and Lienholders Motion. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing, but Not Directing, the Debtors to Pay Certain Prepetition Claims of Shippers, Warehousemen, and Lien Claimants and (II) Granting Administrative Expense Priority to All Undisputed Obligations for Goods Ordered Prepetition and Delivered Postpetition and Authorizing the Debtors to Satisfy Such Obligations in the Ordinary Course of Business [Docket No. 3]
7. NOL Preservation Motion. Debtors' Motion for Entry of Interim and Final Orders Establishing Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Certain Equity Securities and for Related Relief [Docket No. 11]

**PLEASE TAKE FURTHER NOTICE** that the motions and applications set forth below will also be heard at the Second Day Hearing, or at such other time as the Court may determine:

1. Author and Content Sources Motion. Debtors' Motion for Entry of an Order Authorizing Debtors to Pay Certain Prepetition Claims of Authors and Content Sources and Procedures Related Thereto [Docket No. 12]
2. Utilities Motion. Debtors' Motion for Entry of an Order Determining Adequate Assurance of Payment for Future Utility Services [Docket No. 14]
3. Insurance Motion. Debtors' Motion for Entry of an Order Authorizing the Debtors to Continue Their Insurance Programs, Surety Bonds, and Related Practices [Docket No. 4]
4. Kirkland & Ellis Retention Application. Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 71]
5. Alvarez & Marsal Retention Application. Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Alvarez & Marsal North America, LLC as Restructuring Advisor *Nunc Pro Tunc* to the Petition Date [Docket No. 72]
6. Lazard Frères Retention Application. Debtors' Application for Entry of an Order Authorizing the Employment and Retention of Lazard Frères & Co. LLC as Investment Banker for the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 73]

**PLEASE TAKE FURTHER NOTICE** that copies of these motions and applications 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.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections, if any, to relief requested in the Motion: (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 17, 2013 at 5:00 p.m. (prevailing Eastern Time)**. Only those responses 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.

Brooklyn, New York  
Dated: July 10, 2013

*/s/ Jonathan S. Henes*

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