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*Counsel to the Reorganized Debtors*

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

	)	
In re:	)	Chapter 11
	)	
CENGAGE LEARNING, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 13-44106 (ESS)
	)	Case No. 13-44105 (ESS)
	)	Case No. 13-44107 (ESS)
	)	Case No. 13-44108 (ESS)
	)	
Reorganized Debtors.	)	(Jointly Administered)
	)	

<sup>1</sup> The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's federal taxpayer-identification number, include: Cengage Learning, Inc. (4491); Cengage Learning Holdings II, L.P. (5675); Cengage Learning Acquisitions, Inc. (0935); Cengage Learning Holdco, Inc. (0831). The Reorganized Debtors' service address at their corporate headquarters is 20 Channel Center Street, Boston, Massachusetts 02210.

**NOTICE OF HEARING ON THE REORGANIZED  
DEBTORS' MOTION FOR ENTRY OF A FINAL DECREE  
(I) CLOSING THE CHAPTER 11 CASES AND (II) DISCHARGING  
AND RELEASING DONLIN RECANO & COMPANY, INC.  
FROM FURTHER DUTIES AS COURT APPOINTED CLAIMS AGENT**

**PLEASE TAKE NOTICE** that a hearing will be held on **August 16, 2016 at 11 a.m.** (prevailing Eastern Time) on the *Motion of the Reorganized Debtors for Entry of a Final Decree (I) Closing the Chapter 11 Cases and (II) Discharging and Releasing Donlin Recano & Company, Inc. from Further Duties as Court Appointed Claims Agent* (the “***Motion***”) before the Honorable Judge Elizabeth S. Stong, United States Bankruptcy Judge for the Eastern District of New York, 271C Cadman Plaza East, Brooklyn, NY 11201, Courtroom 3585 (the “***Court***”).

**PLEASE TAKE FURTHER NOTICE** that any objections or responses to the Order must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Eastern District of New York and shall be filed with the Court electronically by registered users of the Court’s case filing system, and by all other parties in interest, on a 3.5 inch floppy disk, compact disc or flash drive (preferably in Portable Document Format (PDF), Microsoft Word, or any other Windows-based word processing format) with a hard copy delivered directly to the chambers of the Honorable Judge Elizabeth S. Stong and shall be served **so as to be actually received by no later than August 9, 2016 at 4 p.m. (prevailing Eastern Time)** (the “***Objection Deadline***”) by the following parties: (a) the Debtors, Cengage Learning, Inc., 20 Channel Center Street, Boston, Massachusetts, Attn: Kenneth Carson; (b) counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Jonathan S. Henes, Esq. and Christopher Marcus, Esq. and Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Ross M. Kwasteniet, Esq. (c) counsel to the statutory committee of unsecured creditors, Arent Fox, 1675 Broadway, New York, New York 10019, Attn.: Andrew I. Silfen, Esq.; (d) counsel to the ad hoc group of holders of certain first

lien claims, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, Attn: Gregory Bray, Esq. and Lauren Doyle, Esq.; (e) counsel to the agent under the First Lien Credit Global Settlement, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Damian S. Schaible, Esq. and Darren S. Klein, Esq.; (f) counsel to the indenture trustee for the first lien noteholders, Katten Muchin Rosenman LLP, 575 Madison Avenue, New York, New York 10022, Attn: Karen Dine, Esq. and David Crichlow, Esq.; (g) counsel to CSC Trust Company of Delaware as second lien trustee, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, New York 1003, Attn: Mark R. Somerstein, Esq.; (h) counsel to the indenture trustee for the senior PIK notes, Loeb & Loeb LLP, 345 Park Avenue, New York, New York 10154, Attn: Walter H. Curchack, Esq.; (i) counsel to the indenture trustee for the senior unsecured notes, Kilpatrick Townsend, 1100 Peachtree Street, NE, Suite 2800, Atlanta, Georgia 30309, Attn: Todd Meyers, Esq.; (j) counsel to CSC Trust Company of Delaware as second lien trustee, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Ira Dizengoff, Esq.; (k) counsel to Centerbridge Partners, L.P., Jones Day, 222 East 41st Street, New York, New York 10017, Attn: Lisa Laukitis, Esq.; (l) counsel to Apax Partners, L.P., Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Attn: Peter Pantaleo, Esq.; (m) the United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Susan Golden, Esq., Alicia Leonhard, Esq. and William Curtin, Esq.; and (n) any persons who have filed a request for notice in the above-captioned cases pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure.

**PLEASE TAKE FURTHER NOTICE** that, if no objections to the Motion are timely filed, served and received in accordance with the terms hereof, the Bankruptcy Court may enter

an order approving the Motion without further notice or hearing. If an objection is timely filed, served and received with respect to the Motion, such objection will be heard at a hearing to be scheduled by the Bankruptcy Court. The parties are required to attend the hearing and failure to attend in person or by counsel may result in relief being granted or denied upon default.

Brooklyn, New York  
Dated: August 4, 2016

/s/ Jonathan S. Henes

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