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**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 AGENDA
OF MATTERS SCHEDULED FOR HEARING ON NOVEMBER 12, 2013**

Date and Time of Hearing: November 12, 2013 at 8:30 a.m.

Location of Hearing: Honorable Elizabeth S. Stong
United States Bankruptcy Court for the Eastern District of New York
271 Cadman Plaza East
Courtroom 3585
Brooklyn, New York 11201-1800

Copies of Motions: A copy of each pleading can be viewed on the Court's website at <http://www.nyeb.uscourts.gov/> and at the website of the Debtors' notice and claims agent, Donlin, Recano & Company, Inc. ("*Donlin Recano*") at <http://www.cengagecaseinfo.com>.

I. UNCONTESTED MOTIONS

1. **Sale Motion** — Debtors' Motion for Entry of an Order Pursuant to Section 363 of the Bankruptcy Code and Bankruptcy Rule 6004(f) Authorizing the Private Sale of Certain Real Property Free and Clear of Liens, Claims, Interests, and Encumbrances [**Docket No. 608**]

Responses Received: None

Related Documents: None

Status: This matter is going forward on an uncontested basis for the purpose of presenting a proposed order.

2. **IMS Expert Services Retention Application** — Application for an Order Authorizing Employment and Retention of IMS Expert Services to Facilitate and Provide Dr. James Koch as Copyright and Intellectual Property Economic Consultant and Expert for the Official Committee of Unsecured Creditors *Nunc Pro Tunc* [**Docket No. 646**]

Responses Received: None

Related Documents: None

Status: This matter is going forward on an uncontested basis for the purpose of presenting a proposed order.

3. **Ed Stanford Retention Application** — Application for an Order Authorizing Employment and Retention of Ed Stanford as Textbook Market and Industry Expert for the Official Committee of Unsecured Creditors *Nunc Pro Tunc* [**Docket No. 649**]

Responses Received: None

Related Documents: None

Status: This matter is going forward on an uncontested basis for the purpose of presenting a proposed order.

4. **CRA International Retention Application** — Application for an Order Authorizing Employment and Retention of CRA International, Inc. d/b/a Charles River Associates as Copyright and Intellectual Property Valuation Consultants and Expert for the Official Committee of Unsecured Creditors *Nunc Pro Tunc* [Docket No. 650]

Responses Received: None

Related Documents: None

Status: This matter is going forward on an uncontested basis for the purpose of presenting a proposed order.

II. DISCLOSURE STATEMENT

5. **Disclosure Statement Motion** — Debtors' Motion for Entry of an Order (A) Approving the Disclosure Statement; (B) Approving Solicitation Packages and Procedures for the Distribution Thereof; (C) Approving the Forms of Ballots and Manner of Notice; (D) Approving the Voting Record Date, Solicitation Deadline and Voting Deadline; and (E) Establishing Notice and Objection Procedures for Confirmation of the Plan [Docket No. 297]

Responses Received:

- A. Motion to Continue Hearing On Debtors' Disclosure Statement and Plan of Reorganization Objections [Docket No. 343]
- B. Objection of Apax Partners L.P. to the Disclosure Statement for Debtors' Joint Plan of Reorganization [Docket No. 371]
- C. The Second Lien Trustee's (I) Joinder to Motion of the Official Committee of Unsecured Creditors for an Order Continuing Hearings on the Debtors' Disclosure Statement and Plan of Reorganization and (II) Preliminary Objection to Disclosure Statement [Docket No. 384]
- D. Joinder of Wilmington Trust, National Association to Motion of the Official Committee of Unsecured Creditors for an Order Continuing Hearings on the Debtors Disclosure Statement and Plan of Reorganization [Docket No. 393]
- E. Objection of Apax Partners, L.P. to the Disclosure Statement for Debtors' Joint Plan of Reorganization [Docket No. 669]

- F. Objection of the Second Lien Trustee to the Disclosure Statement for Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code [**Docket No. 670**]
- G. Objection of Wells Fargo Bank, National Association to Disclosure Statement for Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code [**Docket No. 671**]
- H. Objection of the United States Trustee to the Approval of the Disclosure Statement for the Debtors' Joint Plan of Reorganization [**Docket No. 673**]
- I. Joinder of Wilmington Trust, National Association, to Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to (I) Debtors' Motion for Entry of an Order Approving Debtors' Disclosure Statement and Solicitation Procedures; and (II) Disclosure Statement for Debtors' Joint Plan of Reorganization [**Docket No. 675**]
- J. Comments of the First Lien Group to the Debtors Motion for Entry of an Order (A) Approving the Disclosure Statement; (B) Approving Solicitation Packages and Procedures for the Distribution Thereof; (C) Approving the Forms of Ballots and Manner of Notice; (D) Approving the Voting Record Date, Solicitation Deadline and Voting Deadline; and (E) Establishing Notice and Objection Procedures for Confirmation of the Plan [**Docket No. 676**]
- K. Preliminary Omnibus Objection of the Official Committee of Unsecured Creditors to (I) Debtors' Motion for Entry of an Order Approving Debtors' Disclosure Statement and Solicitation Procedures; and (II) Disclosure Statement for Debtors' Joint Plan of Reorganization [**Docket No. 677**]

Related Documents:

- A. Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code [**Docket No. 295**]
- B. Disclosure Statement for Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code [**Docket No. 296**]
- C. Exhibit A to Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code [**Docket No. 298**]
- D. Notice of Hearing on Debtors' Motion for Entry of an Order (A) Approving the Disclosure Statement; (B) Approving Solicitation Packages and Procedures for the Distribution Thereof; (C)

Approving the Forms of Ballots and Manner of Notice; (D) Approving the Voting Record Date, Solicitation Deadline and Voting Deadline; and (E) Establishing Notice and Objection Procedures for Confirmation of the Plan [**Docket No. 321**]

- E. Notice of Rescheduled Hearing on the Debtors' Motion for Entry of an Order (A) Approving the Disclosure Statement; (B) Approving Solicitation Packages and Procedures for the Distribution Thereof; (C) Approving the Forms of Ballots and Manner of Notice; (D) Approving the Voting Record Date, Solicitation Deadline and Voting Deadline; and (E) Establishing Notice and Objection Procedures for Confirmation of the Plan [**Docket No. 529**]
- F. Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code [**Docket No. 552**]
- G. Disclosure Statement for Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code [**Docket No. 553**]
- H. Notice of Filing of Exhibit to the Disclosure Statement for Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code [**Docket No. 559**]
- I. Reply of the First Lien Group to Objections to the Debtors Motion for Entry of an Order (A) Approving The Disclosure Statement; (B) Approving Solicitation Packages and Procedures for the Distribution Thereof; (C) Approving the Forms of Ballots and Manner of Notice; (D) Approving the Voting Record Date, Solicitation Deadline and Voting Deadline; and (E) Establishing Notice and Objection Procedures for Confirmation of the Plan [**Docket No. 692**]
- J. Debtors' Omnibus Reply to Objections to the Debtors' Motion for Entry of an Order (A) Approving the Disclosure Statement; (B) Approving Solicitation Packages and Procedures for the Distribution Thereof; (C) Approving the Forms of Ballots and the Manner of Notice; (D) Approving the Voting Record Date, the Solicitation Deadline and Voting Deadline; and (E) Establishing Notice and Objection Procedures for Confirmation of the Plan [**Docket No. 693**]
- K. Limited Joinder of the Agent for the First Lien Credit Facility to the Debtors Omnibus Reply to Objections to the Debtors Motion for Entry of an Order (A) Approving the Disclosure Statement; (B) Approving Solicitation Packages and Procedures for the Distribution Thereof; (C) Approving the Forms of Ballots and the

Manner of Notice; (D) Approving the Voting Record Date, the Solicitation Deadline and Voting Deadline; and (E) Establishing Notice and Objection Procedures for Confirmation of the Plan [**Docket No. 694**]

- L. Notice of Filing Revised Proposed Order (A) Approving the Disclosure Statement; (B) Approving Solicitation Packages and Procedures for the Distribution Thereof; (C) Approving the Forms of Ballots and Manner of Notice; (D) Approving the Voting Record Date, Solicitation Deadline and Voting Deadline; and (E) Establishing Notice and Objection Procedures for Confirmation of the Plan [**Docket No. 696**]

Status: This matter is going forward.

- 6. **Committee's Solicitation Letter Motion** — Expedited Motion of the Official Committee of Unsecured Creditors for Approval of the Solicitation Letter and for Its Inclusion in the Voting Solicitation Package [**Docket No. 672**]

Responses Received: None

Related Documents:

- A. Motion to Shorten Notice on Expedited Motion of the Official Committee of Unsecured Creditors for Approval of the Solicitation Letter and for Its Inclusion in the Voting Solicitation Package [**Docket No. 674**]
- B. Order Scheduling Conference on the Solicitation Letter Motion, the Motion to Shorten Notice, and the Relief Sought Therein [**Docket No. 680**]

Status: This matter is going forward.

III. STATUS AND PRE-TRIAL CONFERENCES

- 7. Complaint filed by Apax Partners, L.P. against Cengage Learning, Inc., *et al.* (Adversary Proceeding No. 13-01453) [**Docket No. 1**]

Responses Received: None

Related Documents:

- A. Debtor's Answer to Plaintiff's Adversary Complaint [**Docket No. 4**]

Status: This matter is going forward for the purpose of a pre-trial conference. The parties have agreed to a stay of the proceedings pending further agreement of

the parties or order of the Court, and the parties are coordinating on a stipulation to that effect.

8. Complaint filed by Cengage Learning, Inc., *et al.* against JPMorgan Chase Bank, N.A., *et al.* (Adversary Proceeding No. 13-01461) [**Docket No. 1**]

Responses Received: None

Related Documents:

- A. Motion of CSC Trust Company of Delaware to Dismiss Complaint for Declaratory Judgment [**Docket No. 4**]
- B. Defendant The Bank of New York Mellon's Motion to Dismiss or, Alternatively, for Summary Judgment [**Docket No. 6**]
- C. Statement of Undisputed Material Facts in Support of Defendant The Bank of New York Mellon's Motion to Dismiss or, Alternatively, For Summary Judgment [**Docket No. 7**]
- D. Memorandum of Law in Support of Defendant The Bank of New York Mellon's Motion to Dismiss or, Alternatively, For Summary Judgment [**Docket No. 8**]
- E. Answer to Complaint filed by JPMorgan Chase Bank, N.A. [**Docket No. 16**]
- F. Stipulation And Agreed Order Permitting The Intervention Of The First Lien Group In The Disputed Cash Adversary Proceeding [**Docket No. 17**]

Status: This matter is going forward for the purpose of a pre-trial conference. The parties have agreed to a stay of the proceedings pending further agreement of the parties or order of the Court, and the parties are coordinating on a stipulation to that effect.

IV. CONTINUED MATTERS

9. **Debtors' Scheduling and Mediation Motion** — Debtors' Motion For Entry Of An Order (A) Approving Appointment Of A Mediator And Scheduling Mediation In Connection With Confirmation Of The Debtors' Plan, (B) Scheduling Certain Hearing Dates And Deadlines In Connection With Confirmation Of The Debtors' Plan, And (C) Scheduling Certain Hearing Dates And Deadlines In Connection With Certain Contested Issues Relating To The Debtors' Plan [**Docket No. 416**]

Responses Received:

- A. Objection of the Second Lien Trustee to the Debtors' Motion to Shorten Notice Period with Respect to Debtors' Motion for Entry of an Order (A) Approving Appointment of a Mediator and Scheduling Mediation in Connection with Confirmation of the Debtors' Plan, (B) Scheduling Certain Hearing Dates and Deadlines in Connection with Confirmation of the Debtors' Plan, and (C) Scheduling Certain Hearing Dates and Deadlines in Connection with Certain Contested Issues Relating to the Debtors' Plan [**Docket No. 418**]
- B. Objection to Debtors' Motion to Shorten the Notice Period With Respect to the Debtors' Motion for entry of an Order (A) Approving Appointment of a Mediator and Scheduling a Mediation in Connection with Confirmation of the Debtors' Plan, (B) Scheduling Certain Hearing Dates and Deadlines in Connection with Confirmation of the Debtors' Plan and (C) Scheduling Certain Hearing Dates and Deadlines in Connection with certain Contested Issues Relating to the Debtors' Plan [**Docket No. 420**]
- C. Objection of Affiliates of Centerbridge Partners, L.P. to Debtors' Motion for Entry of an Order (A) Approving Appointment of a Mediator and Scheduling Mediation in Connection with Confirmation of the Debtors' Plan, (B) Scheduling Certain Hearing Dates and Deadlines in Connection with Confirmation of the Debtors' Plan, and (C) Scheduling Certain Hearing Dates and Deadlines in Connection with Certain Contested Issues Relating to the Debtors' Plan [Docket No. 429]
- D. Objection to the Motion for Entry of an Order Approving the Appointment of a Mediator, Scheduling Certain Hearing Dates in Connection with Confirmation of the Plan and Requesting Certain Related Relief [Docket No. 433]
- E. Limited Response of Wilmington Trust, National Association to Debtors' Motion For Entry Of An Order (A) Approving Appointment Of A Mediator And Scheduling Mediation In Connection With Confirmation Of The Debtors' Plan, (B) Scheduling Certain Hearing Dates And Deadlines In Connection With Confirmation Of The Debtors' Plan, And (C) Scheduling Certain Hearing Dates And Deadlines In Connection With Certain Contested Issues Relating To The Debtors' Plan [Docket No. 434]

- F. Response of First Lien Group to Debtors' Motion for Entry of an Order (A) Approving Appointment of a Mediator and Scheduling Mediation in Connection with Confirmation of the Debtors' Plan, (B) Scheduling Certain Hearing Dates and Deadlines in Connection with Confirmation of the Debtors' Plan, and (C) Scheduling Certain Hearing Dates and Deadlines in Connection with Certain Contested Issues Relating to the Debtors' Plan [Docket No. 436]
- G. Objection of the Second Lien Trustee to Debtors' Motion for Entry of an Order (A) Approving Appointment of a Mediator and Scheduling Mediation in Connection With Confirmation of the Debtors' Plan and (B) Scheduling Certain Hearing Dates and Deadlines [Docket No. 438]
- H. Objection of Wells Fargo Bank, National Association to Debtors' Motion for Entry of an Order (A) Approving Appointment of a Mediator and Scheduling Mediation in Connection with Confirmation of the Debtors' Plan, (B) Scheduling Certain Hearing Dates and Deadlines in Connection with Confirmation of the Debtors' Plan, and (C) Scheduling Certain Contested Issues Relating to the Debtors' Plan and Joinder to Other Objections to Same [**Docket No. 444**]
- I. Objection to Debtors' Motion for entry of an Order (A) Approving Appointment of a Mediator and Scheduling a Mediation in Connection with Confirmation of the Debtors' Plan, (B) Scheduling Certain Hearing Dates and Deadlines in Connection with Confirmation of the Debtors' Plan and (C) Scheduling Certain Hearing Dates and Deadlines in Connection with Certain Contested Issues Relating to the Debtors' Plan [**Docket No. 445**]

Related Documents:

- A. Debtors' Motion to Shorten the Notice Period With Respect to the Debtors' Motion For Entry Of An Order (A) Approving Appointment Of A Mediator And Scheduling Mediation In Connection With Confirmation Of The Debtors' Plan, (B) Scheduling Certain Hearing Dates And Deadlines In Connection With Confirmation Of The Debtors' Plan, And (C) Scheduling Certain Hearing Dates And Deadlines In Connection With Certain Contested Issues Relating To The Debtors' Plan [**Docket No. 417**]
- B. Order Granting Motion for entry of an order shortening the notice period with respect to the Debtors' Motion for Entry of an Order (A) Approving Appointment of a Mediator and Scheduling

Mediation in Connection with Confirmation of the Debtors' Plan, (B) Scheduling Certain Hearing Dates and Deadlines in Connection with Confirmation of the Debtors' Plan, and (C) Scheduling Certain Hearing Dates and Deadlines in Connection with Certain Contested Issues Relating to the Debtors' Plan **[Docket No. 422]**

- C. Order Scheduling Certain Hearing Dates and Deadlines in Connection with Confirmation of the Debtors' Plan **[Docket No. 530]**

Status: This matter has been continued by the Debtors to the hearing scheduled for December 3, 2013. The Debtors will provide a discovery and deposition schedule for the record at the Disclosure Statement Hearing.

10. **Committee's Standing Motion** — Motion of the Official Committee of Unsecured Creditors for Entry of an Order Granting Leave, Standing, and Sole Authority to Commence, Prosecute, Litigate and Settle Claims and Causes of Action on behalf of the Debtors and Debtors Estates Relating to the Disputed Collateral **[Docket No. 337]**

Responses Received:

- A. Objection of Apax Partners L.P. to the Motion of the Official Committee of Unsecured Creditors for Entry of an Order Granting Leave, Standing, and Sole Authority to Commence, Prosecute, Litigate and Settle Claims and Causes of Action on behalf of the Debtors and Debtors' Estates Relating to the Disputed Collateral **[Docket No. 387]**
- B. Response of First Lien Group to Motion of the Official Committee of Unsecured Creditors for Entry of an Order Granting Leave, Standing, and Sole Authority to Commence, Prosecute, Litigate and Settle Claims and Causes of Action on behalf of the Debtors and Debtors' Estates Relating to the Disputed Collateral **[Docket No. 388]**
- C. Omnibus Response of JPMorgan Chase Bank, N.A. to the Motions of the Official Committee of Unsecured Creditors for: (I) an Order Continuing Hearing on the Debtors' Disclosure Statement and Plan of Reorganization and (II) Leave, Standing and Sole Authority to Litigate and Settle Claims and Cause of Action on behalf of the Debtors and Debtors' Estates Relating to Disputed Collateral **[Docket No. 389]**
- D. Debtors' Objection to the Motion of the Official Committee of Unsecured Creditors for Entry of an Order Granting Leave,

Standing, and Sole Authority to Commence, Prosecute, Litigate and Settle Claims and Causes of Action on behalf of the Debtors and Debtors' Estates Relating to the Disputed Collateral
[Docket No. 410]

Related Documents:

- A. Notice of Adjournment of Hearing on Motion of the Official Committee of Unsecured Creditors for Entry of an Order Granting Leave, Standing, and Sole Authority to Commence, Prosecute, Litigate and Settle Claims and Causes of Action on behalf of the Debtors and Debtors' Estates Relating to the Disputed Collateral
[Docket No. 420]

Status: This matter has been continued by the Committee to the hearing scheduled for December 3, 2013.

Brooklyn, New York
Dated: November 11, 2013

/s/ Jonathan S. Henes

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