

CENGAGE LEARNING HOLDINGS II L.P.
(formerly TL Holdings II L.P.)

CURRENT REPORT

September 4, 2007

As of the date of this report, Cengage Learning Holdings II L.P. (formerly TL Holdings II L.P) was not subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended. Consequently, this report has not and will not be filed with the Securities and Exchange Commission ("SEC").

Other Events - Change of Company Name

On August 31, 2007, TL Holdings II L.P. amended its Certificate of Limited Partnership to change its name to "Cengage Learning Holdings II L.P." and the name of Cengage Learning II L.P.'s affiliates listed on Exhibit 99.1 hereto were changed as set forth therein.

Exhibits

Exhibit No. Description

99.1 List of Affiliates' Name Changes

EXHIBIT 99.1

Previous Company Name	New Company Name	Jurisdiction of Formation
TL GP I LLC	Cengage Learning GP I LLC	DE
TL Holdings I, L.P.	Cengage Learning Holdings I, L.P.	DE
TL US Holdco, Inc.	Cengage Learning Holdco, Inc.	DE
TL Acquisitions, Inc.	Cengage Learning Acquisitions, Inc.	DE
Thomson Learning Inc.	Cengage Learning, Inc.	DE
TL Acquisitions Dutch-Co, LLC	Cengage Learning Dutch-Co, LLC	DE