

**THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA)	
)	
Plaintiff,)	CASE NO.:
)	
v.)	JUDGE:
)	
CENGAGE LEARNING HOLDINGS I, L.P.,)	Case: 1:08-cv-00899 Assigned To : Bates, John D. Assign. Date : 5/28/2008 Description: Antitrust
CENGAGE LEARNING HOLDINGS II L.P.,)	
CENGAGE LEARNING, INC.,)	
APAX/TL HOLDINGS, LLC,)	
EDUCATION MEDIA AND PUBLISHING)	
GROUP LIMITED, and)	
HOUGHTON MIFFLIN HARCOURT)	
PUBLISHING COMPANY,)	
)	
Defendants.)	

**PLAINTIFF UNITED STATES' EXPLANATION OF
CONSENT DECREE PROCEDURES**

Plaintiff United States of America submits this memorandum summarizing the procedures for entry of the proposed Final Judgment as set forth by the Antitrust Procedures and Penalties Act, 15 U.S.C. §§ 16(b)-(h) (the "APPA"), which applies in civil antitrust cases brought and settled by the United States. As described below, the APPA provides that certain events must occur prior to the Court signing and entering the proposed Final Judgment to resolve this case.

1. Today, Plaintiff has filed a Complaint, proposed Final Judgment, Competitive Impact Statement, and Asset Preservation Stipulation and Order ("APSO"). All of the parties have agreed to the APSO, and unlike the proposed Final Judgment, the APSO may now be entered by the Court.

2. Defendants have agreed in the APSO that they will abide by the terms of the proposed Final Judgment in the interim and also follow certain procedures described in the APSO between consummation of their merger and the divestitures required by the proposed Final Judgment. At this time, we ask that the Court only sign the APSO.

3. The APSO also contains the parties' agreement that, after compliance with the APPA, the Court may enter the proposed Final Judgment. The APPA requires that Plaintiff publish the proposed Final Judgment and the Competitive Impact Statement in the *Federal Register* and in certain newspapers at least sixty (60) days prior to entry of the proposed Final Judgment. The notice will inform members of the public that they may submit comments about the proposed Final Judgment to the United States Department of Justice, Antitrust Division (*see* 15 U.S.C. §§ 16(b)-(c)).

4. During the sixty-day period, Plaintiff will consider, and at the close of that period respond to, any comments that it has received, and it will publish the comments and Plaintiff's responses in the *Federal Register*.

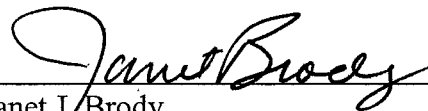
5. After the expiration of the sixty-day period, Plaintiff will file with the Court the comments and Plaintiff's responses, and Plaintiff either will ask the Court to enter the Final Judgment (subject to any proposed revisions) or will withdraw its consent to entry of the Final Judgment, as provided in Section IV(A) of the Stipulation (*see* 15 U.S.C. § 16(d)).

6. If Plaintiff requests that the Court enter the proposed Final Judgment after compliance with the APPA, then the Court may enter the Final Judgment without a hearing, provided that the Court concludes that the Final Judgment is in the public interest. *See* 15 U.S.C. §§ 16(e)-(f).

Dated: May 28, 2008

Respectfully submitted,

FOR PLAINTIFF
UNITED STATES OF AMERICA



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