

We are required under Section 4A.01.(e) to (i) comply with the current public information requirements set forth under Rule 144(c) promulgated under the Securities Act in order to allow any Holders that are Affiliates of the Issuer to be able to sell their Notes in accordance with Rule 144 and (ii) furnish to the Holders and to prospective investors in the Notes, upon their request, the information required to be delivered pursuant to Rule 144A(d)(4) under the Securities Act. To that end we are providing the following information as described in Rule 15c2-11. This information is provided as of July 9, 2010.

- (i) The exact name of the issuer and its predecessor (if any): Hights Cross Operating Company
- (ii) The address of its principal executive offices: 136 Madison Avenue, Floor 8, New York, NY 10016
- (iii) The State of incorporation, if it is a corporation: Delaware.
- (iv) The exact title and class of the security:
 - a. Floating Rate Senior Secured Notes Due 2013,
 - b. Floating Rate Second Priority Secured Subordinated Notes Due 2014
- (v) The par or stated value of the Security:
 - a. Floating Rate Senior Secured Notes Due 2013—N/A
 - b. Floating Rate Second Priority Secured Subordinated Notes Due 2014—N/A
- (vi) The number of shares or total amount of the securities outstanding as of the end of the issuer's most recent fiscal year; as of December 31, 2009 these instruments were not outstanding. Both issuances were issued on March 11, 2010 in accordance with the issuer's emergence from Chapter 11. The Floating Rate Senior Secured Notes Due 2013 were issued at par and \$100,000,000 was outstanding on July 9, 2010. The Floating Rate Second Priority Secured Subordinated Notes Due 2014 were also issued at par and \$80,000,000 was outstanding at July 9, 2010.
- (vii) The name and address of the transfer agent;
 - a. Floating Rate Senior Secured Notes Due 2013—
 - i. First Lien Trustee: Wells Fargo Bank, Corporate, Municipal & Escrow Services. 45 Broadway, 14th Floor, New York, New York 10006; Attention Raymond Delli Colli. Phone 212.515.5260, Fax 212.515.1589.
 - ii. Collateral Trustee: Wells Fargo Bank, Corporate, Municipal & Escrow Services. 45 Broadway, 14th Floor, New York, New York 10006; Attention Raymond Delli Colli. Phone 212.515.5260, Fax 212.515.1589.
 - b. Floating Rate Second Priority Secured Subordinated Notes Due 2014—
 - i. First Lien Trustee: Wells Fargo Bank, Corporate, Municipal & Escrow Services. 45 Broadway, 14th Floor, New York, New York 10006; Attention Raymond Delli Colli. Phone 212.515.5260, Fax 212.515.1589.
 - ii. Collateral Trustee: Wells Fargo Bank, Corporate, Municipal & Escrow Services. 45 Broadway, 14th Floor, New York, New York 10006; Attention Raymond Delli Colli. Phone 212.515.5260, Fax 212.515.1589.

- (viii) The nature of the issuer's business; Hights Cross Operating Company is a holding company that conducts all of its operations through its direct and indirect subsidiaries, including, without limitation, its wholly-owned subsidiaries Triumph Learning, LLC and Recorded Books, LLC. We are a developer and publisher of products for the K-12 education and Library markets.
- (ix) The Nature of products or services offered: The Company's products include state-specific test preparation materials, skills assessment and intervention books and unabridged audiobooks. The Company's products are sold primarily to schools and libraries.
- (x) The nature and extent of the issuer's facilities: Provided as of May 17th, 2010.
 - a. Corporate Offices—136 Madison Avenue, 8th Floor New York, NY. Leased offices
 - b. Recorded Books—
 - i. 270 Skipjack Road, Prince Frederick MD. Owned property and land including administrative offices, ware house and production facilities.
 - ii. Shadow Stone Flex Complex, Building C Prince Fredrick, MD, and 200 Skipjack Road, Prince Fredrick MD—additional leased warehouse space.
 - iii. 826-828 Broadway, New York, NY—Audio production facility, leased space.
 - iv. Unit 4 Rearsby Business Park, Gadesby Lane, Rearsby, UK—administrative offices, warehouse and production facilities, leased space.
 - v. Unit 72, 41-51 Huntley Street , Alexandria Australia—administrative offices, warehouse, leased space.
 - c. Triumph Learning
 - i. 136 Madison Avenue, 7th and 8th Floor, New York, NY. Leased
- (xi) 1-3 Distribution Center Drive, Littleton, MA. Leased warehouse
- (xii) The name of the chief Executive officer and members of the Board of Directors: The following is provides as of July 9, 2010.
 - a. Chairman, Chief Executive Officer--Ronald Schlosser
 - b. Board Members:
 - i. Ted Lodge
 - ii. Julie McGee
 - iii. Judy Mencher
 - iv. Steven Epstein
 - v. Eugene Linden
 - vi. Eugene Davis
 - vii. Ronald Schlosser
- (xiii) The Issuer's most recent balance sheet and profit and loss and retained earnings statements: Please see our annual audit report for 2009.
- (xiv) Similar financial information for such part of the two preceding fiscal years the issuer or its predecessor has been in existence: Please see our Form 10-K as filed with the SEC for the year ending December 31, 2008.