



Andrea Kuglstatler
 Sr. Director, Benefits
 Human Resources
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July 2, 2013

Top Hat Plan Exemption
 Employee Benefits Security Administration
 Room N-1513
 U.S. Department of Labor
 200 Constitution Avenue, N.W.
 Washington, D.C. 20210

EBSA/PUBLIC AFFAIRS
 2013 JUL -8 9:14 AM

Re: The McGraw-Hill Education Key Executive Short-Term Incentive Deferred Compensation Plan and the McGraw-Hill Education Supplemental Savings Plan

Dear Sir or Madam:

This letter constitutes the alternative form of compliance with the reporting and disclosure requirements of Part 1 of Title I of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

On behalf of the McGraw-Hill Education Key Executive Short-Term Incentive Deferred Compensation Plan and the McGraw-Hill Education Supplemental Savings Plan, in accordance with 29 C.F.R. § 2520.104-23, McGraw-Hill Global Education Holdings, LLC (the "Employer") hereby provides you with the following information:

Name and Address of Employer

McGraw-Hill Global Education Holdings, LLC
 Two Penn Plaza
 New York, NY 10121

Additional Participating Affiliates

Tegrity Inc.
 McGraw-Hill Interamericana, Inc.
 McGraw-Hill School Education LLC
 CTB/McGraw-Hill LLC
 Grow.Net, Inc.
 KCP Technologies
 McGraw-Hill Global Education LLC

Employer Identification Number

90-0942340

Declaration

The Employer sponsors and maintains the McGraw-Hill Education Key Executive Short-Term Incentive Deferred Compensation Plan ("Deferred Compensation Plan") and the McGraw-Hill Education Supplemental Savings Plan ("Supplemental Savings Plan") primarily for the purpose of providing deferred compensation for a select group of management and highly compensated employees.

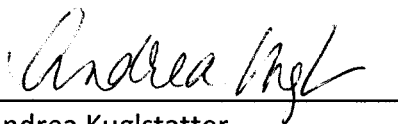
Number of Plans and Number of Employees in Each Plan

There are 18 employees participating under the Deferred Compensation Plan and there are 115 employees participating under the Supplemental Savings Plan. There are no other plans sponsored by the Employer primarily for the purpose of providing deferred compensation for a select group of management and highly compensated employees.

We will provide plan documents, if any, to the Secretary of Labor upon request, in accordance with Section 104(a)(6) of ERISA.

If you have any questions regarding this matter, please contact the undersigned.

Sincerely,



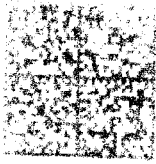
Andrea Kuglstatler
Sr. Director, Benefits
McGraw-Hill Global Education Holdings, LLC



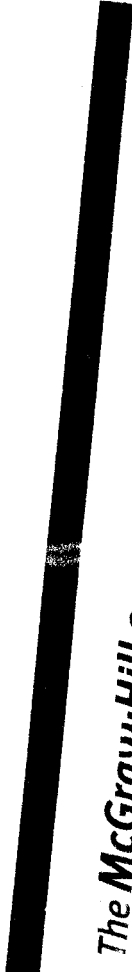
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aw-Hill Companies

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The McGraw-Hill Companies

Two Penn Plaza
New York, NY 10121-2298

First Class Mail

Top Hat, Inc. Exemption
Employee Benefit Security
Admin. Section
Room 4-513
100 Dept. of Labor
300 Lewis & Clark Ave.
No 334
612-2000