



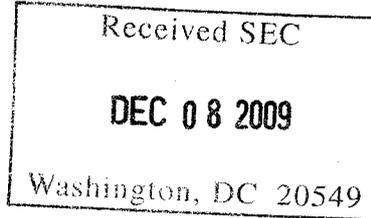
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**NASDAQ**<sup>®</sup>

THE NASDAQ STOCK MARKET  
8600 BLACKWELL ROAD  
ROCKVILLE, MD 20850

William Slattery  
Vice President  
Listing Qualifications

*CERTNAS*



*1-34575*

By Facsimile and First Class Mail

December 8, 2009

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Ms. Peters:

This is to certify that on December 8, 2009 The Nasdaq Stock Market (the "Exchange") received from CAMBIUM LEARNING GROUP, INC. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, par value \$0.001 per share

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

*William Slattery*