

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Metropolitan Teaching and Learning Co., Inc.		10/28/2003	CORPORATION: NEW YORK
Metropolitan Teaching and Learning Company, Inc.		10/28/2003	CORPORATION: NEW YORK
Metropolitan Teaching and Learning Company		10/28/2003	CORPORATION: NEW YORK

RECEIVING PARTY DATA	
Name:	Cambium Learning (New York), Inc.
Street Address:	44 Carisbrooke Road
City:	Wellesley
State/Country:	MASSACHUSETTS
Postal Code:	02481-1418
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10		
Property Type	Number	Word Mark
Registration Number:	2585693	METRO METROPOLITAN TEACHING AND LEARNING COMPANY
Serial Number:	76486353	PROBLEM SOLVING STEP BY STEP
Serial Number:	76496727	METRO READING FAST FORWARD
Serial Number:	76496728	METRO METROPOLITAN TEACHING AND LEARNING FAST FORWARD! READING
Serial Number:	76442524	METRO READING PROGRAM
Serial Number:	76975771	METRO READING PROGRAM
Serial Number:	76442523	METRO MATH
Serial Number:	76975770	METRO MATH
Serial Number:	76442500	METRO NONFICTION BOOKBAG
Serial Number:	76975773	METRO NONFICTION BOOKBAG

OP \$265.00 2585693

CORRESPONDENCE DATA

Fax Number: (617)367-2988

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 617-227-7031

Email: wstrong@kcslegal.com

Correspondent Name: William S. Strong, Esq.

Address Line 1: One Bowdoin Square

Address Line 4: Boston, MASSACHUSETTS 02114-2925

ATTORNEY DOCKET NUMBER:	8974.001
NAME OF SUBMITTER:	William S. Strong

Total Attachments: 2

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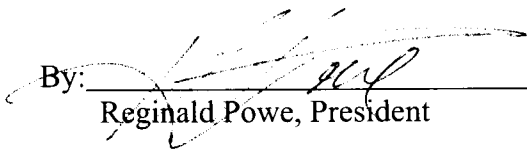
ASSIGNMENT OF TRADEMARK REGISTRATIONS

WHEREAS, Metropolitan Teaching and Learning Co., Inc., also sometimes known or referred to as Metropolitan Teaching and Learning Company, Inc. and Metropolitan Teaching and Learning Company, of 33 Irving Place, 11th floor, New York, New York 10003, has adopted, used and is using the marks which are pending registration or are registered in the United States Patent and Trademark Office, identified as shown on Exhibit A; and

WHEREAS, Cambium Learning (New York), Inc. of 44 Carisbrooke Road, Wellesley, Massachusetts 02481 is desirous of acquiring said marks and the applications/registrations thereof,

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Metropolitan Teaching and Learning Co., Inc. does hereby assign unto the said Cambium Learning (New York), Inc. all right, title and interest in and to the said marks, together with the goodwill of the business symbolized by the marks, and the applications/registrations identified as shown on Exhibit A thereof.

Metropolitan Teaching and Learning Co., Inc.

By: 
Reginald Powe, President

STATE OF NEW YORK

County of New York, ss:

On this 28th day of October, 2003, before me appeared Reginald Powe, the person who signed this instrument, who acknowledged that he/she signed it as a free act on behalf of the identified corporation or other juristic entity with authority to do so.

KATHLEEN MURRAY
Notary Public, State of New York
No. 01MU6057819
Qualified in New York County
Commission Expires April 30, 2007

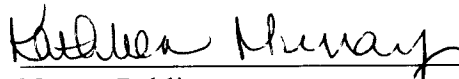

Notary Public
Print Name: Kathleen Murray
My Commission Expires: April 30, 2007

EXHIBIT A

	Mark	Class(es)	Serial No.	Registration No.
1	METRO METROPOLITAN TEACHING AND LEARNING COMPANY (and Design)	9, 16	75/561208	2585693
2	PROBLEM SOLVING STEP BY STEP	16	76/486353	
3	METRO READING FAST FORWARD	16	76/496727	
4	METRO METROPOLITAN TEACHING AND LEARNING FAST FORWARD! READING (and Design)	16	76/496728	
5	METRO READING PROGRAM	9	76/442524	
6	METRO READING PROGRAM	16	76/975771	
7	METRO MATH	9	76/442523	
8	METRO MATH	16	76/975770	
9	METRO NONFICTION BOOKBAG	9	76/442500	
10	METRO NONFICTION BOOKBAG	16	76/975773	