





## Signatures

/s/ Neil Weiner By: Todd W. Buchardt, Esq.,  
Attorney-in-Fact

09/14/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On September 12, 2011, Foxhill Opportunity Offshore Fund, Ltd. ("Foxhill Offshore Fund"), a Cayman Islands exempted limited partnership, transferred 400,000 shares of common stock, par value \$0.001 per share ("Common Stock"), of Cambium Learning Group, Inc., to KDC Distressed & High Income Master Fund, C.V. ("KDC Fund"), a fund to which Foxhill Capital Partners, LLC ("Foxhill

- (1) Capital") serves as a sub-adviser. Following the transactions reported herein, Foxhill Offshore Fund and certain affiliated funds, including Foxhill Opportunity Master Fund, L.P. ("Foxhill Master Fund" and, collectively with Foxhill Offshore Fund and the other Foxhill funds, the "Foxhill Funds"), beneficially own an aggregate of 2,521,172 shares of Common Stock, and KDC Fund beneficially owns an aggregate of 400,000 shares of Common Stock.

As the managing member of Foxhill Capital, which is the investment manager of Foxhill Offshore Fund and Foxhill Master Fund and a sub-adviser to KDC Fund, and the managing member of Foxhill Capital (GP), LLC, which is the general partner of one of Foxhill Master

- (2) Fund's general partners, Neil Weiner (the "Reporting Person") may be deemed to beneficially own the shares of Common Stock beneficially owned by the Foxhill Funds and KDC Fund for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended. The Reporting Person's interest in the shares of Common Stock reported herein is limited to the extent of his respective pecuniary interest, if any, in the Foxhill Funds and KDC Fund.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.