



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Mail Stop 3720

October 5, 2009

David L. Warnock  
Chief Executive Officer  
Camden Learning Corporation  
500 East Pratt Street, Suite 1200  
Baltimore, MD 21202

**RE: Camden Learning Corporation**  
**Form 10-K for the transition period January 1, 2009 to May 31, 2009**  
**Filed August 20, 2009**  
**File No. 000-52919**

Dear Mr. Warnock:

We have completed our review of your Form 10-K and have no further comments at this time.

Sincerely,

/s/ Jay Knight

for Larry Spigel  
Assistant Director

cc: via facsimile at (212) 370-7889  
Adam Mimeles  
(Ellenoff Grossman & Schole LLP)