



DIVISION OF
CORPORATION FINANCE

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

Mail Stop 3720

October 16, 2009

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

RE: Camden Learning Corporation
Preliminary Proxy Statement on Schedule 14A
Filed October 13, 2009
File No. 000-52919

Dear Mr. Warnock:

We have completed our review of your preliminary proxy statement 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)