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Sandler**  
ATTORNEYS AT LAW

**FACSIMILE COVER SHEET**

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DATE **OCTOBER 27, 2009**

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To: **MS JULIE RIZZO**

Facsimile no.: **703-813-6967**

Voice no.:

To: **MS JULIE R**

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October 27, 2009

*Via Facsimile 202.772.9202*

Ms. Linda Cvrkel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

**Re: Cambium-Voyager Holdings, Inc.  
Amendment No. 2 to Registration Statement on Form S-4  
File No. 333-161075**

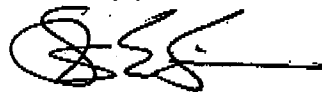
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Dear Ms. Cvrkel:

In follow up to our telephone conversation yesterday afternoon, on behalf of Cambium-Voyager Holdings, Inc., we hereby submit a response to comment number 47 of the Staff of the Division of Corporation Finance of the Commission contained in the letter (the "Comment Letter") from Ms. Amanda Ravitz, dated October 23, 2009. While we are providing a more comprehensive response to the entire Comment Letter, you have permitted us to submit this response to comment number 47, in order that we may resolve this one comment in advance of the upcoming filing of Amendment No. 2 to the Registration Statement on Form S-4, which filing will attempt to address the remaining comments contained in the Comment Letter.

We reiterate our appreciation for your time on the telephone with us yesterday, and for your assistance with this comment. Please let us know when you are available to discuss this submission further, as we will make ourselves available to you.

Very truly yours,



Steven E. Siesser

enclosures

Lowenstein Sandler PC

[www.lowenstein.com](http://www.lowenstein.com)

Ms. Linda Cvrkel  
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cc: U.S. Securities and Exchange Commission  
Ms. Julie Rizzo (via facsimile 703.813.6967, w/o encl.)

Cambium-Voyager Holdings, Inc.  
Mr. Scott J. Troeller (via email, w/o encl.)

Lowenstein Sandler PC  
Peter H. Ehrenberg, Esq. (via email, w/o encl.)

Voyager Learning Company  
Mr. Bradley C. Almond (via email, w/o encl.)

Perkins Coie LLP  
John R. Thomas, Esq. (via email, w/o encl.)