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National American University Holdings, Inc.

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

FORM 10-Q

☑ Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended August 31, 2009 or

❑ Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from ______ to ______

000-52919
(*Commission file No.)*

CAMDEN LEARNING CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE	**83-0479936**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. employer identification no.)*

500 East Pratt Street
Suite 1200
Baltimore, MD 21202
(Address of principal executive offices)

(410) 878-6800
(Issuer's telephone number, including area code)

Check whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ❑.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer ❑ Accelerated filer ❑ Non-Accelerated filer ❑ Smaller reporting company ☑

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☑ No ❑

As of October 8, 2009 there were 8,188,800 shares of the Company's common stock outstanding.

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Item 1. Financial Statements

Reference is made to our financial statements and accompanying notes beginning on Page F-1 of this report.

Item 2. Management's Discussion and Analysis of Financial Condition or Plan of Operation

FORWARD-LOOKING STATEMENTS

The following discussion should be read in conjunction with our financial statements and the notes hereto included elsewhere in this Form 10-Q.

This Form 10-Q contains forward-looking statements regarding the plans and objectives of management for future operations. This information may involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend," or "project" or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements are based on assumptions that may be incorrect, and we cannot assure you that these projections included in these forward-looking statements will come to pass. Our actual results could differ materially from those expressed or implied by the forward-looking statements as a result of various factors.

We have based the forward-looking statements included in this quarterly report on Form 10-Q on information available to us on the date of this quarterly report on Form 10-Q, and we assume no obligation to update any such forward-looking statements. Although we undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise, you are advised to consult any additional disclosures that we may make directly to you or through reports that we in the future may file with the SEC, including annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our financial statements and the related notes thereto which are included in this quarterly report on Form 10-Q and the Company's audited financial statements and notes thereto included in our Form 10-K for our fiscal year ended May 31, 2009.

OVERVIEW

We were formed on April 10, 2007 for the purpose of acquiring, through a merger, capital stock exchange, asset acquisition or other similar business combination, an operating business in the education industry. Our initial business combination must be with a target business whose fair market value is at least equal to 80% of our net assets at the time of such acquisition. We intend to use cash derived from the proceeds of our initial public offering and concurrent private placement, our capital stock, debt or a combination of cash, capital stock and debt, to effect such business combination.

On August 7, 2009, Camden, Dlorah, Inc. a privately owned South Dakota corporation ("Dlorah"), and Dlorah Subsidiary, Inc., a newly formed Delaware Corporation and wholly-owned subsidiary of Camden ("Merger Sub"), entered into an Agreement and Plan of Reorganization, which agreement was amended and restated in its entirety on August 11, 2009 (as amended, the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, the Dlorah stockholders have agreed to contribute all of the outstanding capital stock of Dlorah to Camden in exchange for shares of a newly created class of stock, warrants and restricted shares of currently authorized common stock of Camden. At closing, Merger Sub will merge with and into Dlorah with Dlorah surviving as a wholly-owned subsidiary of Camden (the "Transaction"). In connection with the Transaction, Camden intends to apply to have its common stock and warrants listed on either the Nasdaq Capital Market or the Nasdaq Global Market, as the parties may mutually determine.

Dlorah, Inc., through its education divisions known as National American University ("NAU"), operates a private, for-profit university with 16 campuses in seven states, as well as extensive online course offerings. NAU offers undergraduate and graduate career-oriented technical and professional degree programs in accounting, applied management, business administration, health care and information technology. NAU also offers graduate degree programs that include a Master of Business Administration and a Master of Management degree. Dlorah, through its real estate division, develops, leases and sells luxury condominiums, apartments and townhouses in Rapid City, South Dakota.

Pursuant to the Merger Agreement, Camden will acquire all of the outstanding shares of Dlorah through a structured transaction valued at approximately $143,800,000 in connection with which the Dlorah stockholders will receive (1) 100,000 shares of a class of stock to be created immediately prior to the closing of the Transaction, such series to be known as Class A Stock, which shares shall be convertible into 15,730,000 shares of Common Stock, as such conversion number may be adjusted as described herein and in the Merger Agreement, (2) 2,800,000 newly issued Common Stock purchase warrants to purchase up to 2,800,000 shares of Common Stock at an exercise price of $5.50 per share, and (3) 575,000 shares of restricted Common Stock, which such shares shall not be freely tradable until such time as the Common Stock trades at or above $8.00 per share for any sixty (60) consecutive trading day period; provided, that such shares of restricted Common Stock shall be forfeited on the fifth (5^{th}) anniversary of the date of issuance, if such restriction has not been satisfied. The Class A Stock shall be entitled to an annual accruing dividend equal to $0.44 per share for the first two years following issuance and shall automatically convert into Common Stock at the end of such two year period. When and if a dividend is paid on the Class A Stock, the holders of Common Stock will receive a dividend equal to one-fourth of the total of the dividend paid on the Class A Stock.

If, as of the Closing Date, the Merger Consideration represents less than an aggregate of seventy percent (70%) of the issued and outstanding capital stock of Camden, on an as-converted and fully diluted basis, then the Merger Consideration shall be increased such that it equals seventy percent (70%) of the issued and outstanding capital stock of Camden, on an as-converted and fully diluted basis as of the Closing Date.

The Merger Consideration will also be adjusted if the average of the closing sales price of the Common Stock on the applicable trading market during the 10 trading day period ending immediately preceding the Closing Date is less than $7.00 per share. In that event, the number of shares of Common Stock into which the Class A Stock is convertible shall be increased such that the aggregate value of the Stock Consideration and Warrant Consideration would have the same aggregate value as if the average of the closing sales price of the Common Stock were $7.00 per share.

The net aggregate amount of proceeds held in Camden's trust account will be available for use as working capital of Dlorah following consummation of the Transaction. Pursuant to the Merger Agreement, such amount shall be no less than $22,166,290 after payment in full of any taxes then due and owing, the deferred underwriting fee owed to the underwriter's of Camden's initial public offering, any fees and expenses payable to Camden's investment bankers, attorneys, accountants and other advisors, any amounts paid to Camden stockholders, warrantholders or unit holders for conversion of their Common Stock or units or repurchase of their Common Stock, units or warrants, and any other of Camden's or Merger Sub's unpaid costs, fees and expenses associated with the Merger Agreement, the proxy statement to be filed in connection therewith and the transactions contemplated thereby.

Each of the Dlorah stockholders has agreed, for a period of 180 days from the closing date of the Transaction, whether on his, her or its own behalf or on behalf of entities, family members or trusts affiliated with or controlled by him, her or it, not to offer, issue, grant any option on, sell or otherwise dispose of any portion of the Merger Consideration received. In connection with the Transaction, the 2,800,000 Warrants owned by Camden Learning, LLC, the Company's sponsor, shall be exchanged for 250,000 shares of restricted Common Stock, which shares shall not be freely tradable until such time as the Common Stock trades at or above $8.00 per share for any sixty (60) consecutive trading day period; provided, that such shares of restricted Common Stock shall be forfeited on the fifth (5^{th}) anniversary of the date of issuance if such restriction has not been satisfied.

The U.S. education industry has continued to show substantial growth in the past decade, due to what we believe to be the importance of developing a skilled workforce. A skilled workforce is increasingly reliant on intellectual capital as the U.S. economy continues its shift to become focused on services rather than manufacturing. While post-secondary graduates are approximately 30% of the U.S. population, more than 85% have completed their K-12 education according to the National Center for Education Statistics report entitled "Digest of Education Statistics: 2005". International competition, especially in math and science, has driven education legislation, requiring minimum performance levels and allocating funding for supplemental services in underperforming schools. In addition to state and government spending, the U.S. has the second highest level of education funding from private sources in the world at 28%, led only by Korea, according to the Organisation for Economic Co-Operation and Development's report entitled "Education at a Glance 2006". These factors have contributed to the overall increase in education spending with total expenditures for education expected to amount to 7.5% of U.S. gross domestic product in 2003-04, which is approximately 0.6 percentage points higher than in 1993-94 according to the National Center for Education Statistics report entitled "Digest of Education Statistics: 2005". Expenditures for public and private education, from kindergarten through graduate school (excluding postsecondary schools not awarding associate or higher degrees), are estimated at $827 billion for 2003-04 according to the National Center for Education Statistics report entitled "Digest of Education Statistics: 2005". We expect these factors to continue to drive growth across all sectors of the education industry.

We believe this growth has created significant opportunities for companies engaged in the for-profit education industry serving these students. For-profit, four year, Title IV degree granting institutions increased from 80 in 1993-1994 to 350 in 2003-04, while not-for-profit, four year, Title IV degree granting institutions increased from 2,110 in 1993-1994 to 2,180 in 2003-04 according to the National Center for Education Statistic's report entitled "Digest of Education Statistics: 2005". We believe the growth rate in the for-profit sector will continue to outpace non-profit providers. In addition to enrollment in K-12 and post-secondary education, corporate training and early childcare have shown recent growth, after slowdowns following 2000-2001.

CHANGES IN FINANCIAL CONDITION

Liquidity and Capital Resources

On May 16, 2007 we entered into an agreement with certain of our initial stockholders for the sale of 2,800,000 warrants in a private placement. Each warrant entitles the holder to purchase from us one share of our common stock on a cashless basis. The warrants were sold at a price of $1.00 per warrant, generating net proceeds of $2,800,000.

On December 5, 2007, we consummated our initial public offering of 6,250,000 units. Each unit consists of one share of common stock and one warrant. On December 19, 2007, we consummated the closing of 376,300 additional units subject to the underwriters' over allotment option. Each warrant entitles the holder to purchase from us one share of our common stock at an exercise price of $5.50.

We received gross proceeds of approximately $53,010,400 (which includes the proceeds of a private placement of 2,800,000 warrants for $2,800,000 to our sponsor, Camden Learning, LLC) from the IPO, of which $52,389,984 was placed in a trust account for the benefit of our holders of Common Stock purchased in the IPO or in the aftermarket. As of August 31, 2009, $52,487,764 was held on deposit in the trust account at JP Morgan Chase Bank, N.A. maintained by Continental Stock Transfer & Trust Company, as trustee. At August 31, 2009, no funds remain available for working capital purposes from the restricted funds held in the Trust Account.

	For the three months ended August 31, 2009	For the three months ended August 31, 2008	April 10, 2007 (inception) through August 31, 2009
Investments held in trust – beginning of period	$ 52,761,303	$ 53,232,971	$ -
Contribution to trust (which includes the deferred underwriting discount and commission of $1,590,312)	-	-	52,389,984
Interest income received	4,468	301,237	1,285,787
(Withdrawals)/refunds for taxes	21,993	(435,000)	(588,007)
Withdrawals for working capital (a)	(300,000)	-	(600,000)
Total investments held in trust	$ 52,487,764	$ 53,099,208	$ 52,487,764

(a) Limited to $600,000

The $1,590,312 of the funds attributable to the deferred underwriting discount and commissions in connection with the offering and private placement will be released to the underwriters less $0.24 per share for any public stockholders exercising their redemption rights, upon consummation of the Transaction.

We believe we will have sufficient available funds outside of the trust fund to operate through November 2009. Although we do not believe we will need to raise additional funds in order to meet the expenditures required for operating our business or effectuating the proposed Transaction, we may need to raise additional funds if the net proceeds of the offering and the private placement prove to be insufficient, either because of the size of the Transaction, or the depletion of the available net proceeds in search of a target business, or because we become obligated to redeem for cash a significant number of shares from dissenting stockholders. If we do need to raise additional funds through a private or public offering of debt or equity securities in order to consummate the Transaction, we would only effectuate such a financing in anticipation of or simultaneously with the consummation of the Transaction. We cannot assure you such financing would be available on acceptable terms, if at all.

Commencing on November 29, 2007, we began incurring a fee of $7,500 per month for certain administrative services from Camden Partners Holdings, LLC. In addition, in 2007, Camden Learning, LLC advanced to us an aggregate of $200,000 for payment of offering expenses on our behalf. These advances were repaid on December 5, 2007 from the proceeds of the initial public offering that were allocated to pay offering expenses.

If we are unable to consummate the Transaction by November 29, 2009, we will be forced to liquidate. If we are forced to liquidate, the per share liquidation amount may be less than the initial per unit offering price because of the underwriting commissions and expenses related to our initial public offering and because of the value of the warrants in the per unit offering price. Additionally, if third parties make claims against us, the initial public offering proceeds held in the trust account could be subject to those claims, resulting in a further reduction to the per share liquidation price. Under Delaware law, our stockholders who have received distributions from us may be held liable for claims by third parties to the extent such claims have not been paid by us. Furthermore, our warrants will expire worthless if we liquidate before the consummation of the Transaction.

RESULTS OF OPERATIONS

For the three months ended August 31, 2009, we had a net loss of $825,970 consisting of interest income of $3,624 less costs attributable to general and administrative expenses of $830,582 and net of a benefit for income taxes of $988. For the three months ended August 31, 2008, we had net income of $92,800, consisting of interest income of $265,325 less costs attributable to organization, formation and general and administrative expenses of $105,333 and net of a provision for income taxes of $67,192. The decrease in interest income for the period was a result of a significant decrease in the interest rate caused by an increase in demand for government securities and treasury bills. For the period from April 10, 2007 (inception) through August 31, 2009, we had a net loss of $942,984, consisting of interest income of $1,229,422 less costs attributable to organization, formation and general and administrative expenses of $2,068,860 and net of a provision for income taxes of $79,990.

The Company received net proceeds from the offering and sale of the underwriters' purchase option of $47,492,852, before deducting deferred underwriting compensation of $1,500,000. On December 19, 2007 the underwriters for the offering exercised a portion of their over-allotment option, generating proceeds of $2,889,984, before deducting deferred underwriting compensation of $90,312.

On August 11, 2009, we entered into a Merger Agreement pursuant to which we will issue equity securities as consideration for all the outstanding stock of Dlorah, as more fully described above. In addition, we may need to raise additional funds through a private offering of debt or equity securities if such funds are required to consummate the Transaction. Subject to compliance with applicable securities laws, we would only effectuate such a fund-raising in anticipation of or simultaneously with the consummation of the Transaction.

We currently pay Camden Partners Holdings, LLC an aggregate fee of $7,500 per month which includes the cost of other general and administrative services provided to us by Camden Partners Holdings, LLC.

Contractual Obligations

We do not have any long term debt, capital lease obligations, operating lease obligations, purchase obligations or other long term liabilities. We entered into a Service Agreement with Camden Partners Holdings, LLC requiring us to pay $7,500 per month. The agreement terminates on the earlier of the completion of a business combination or upon our dissolution.

The Company has entered into an engagement agreement with Morgan Joseph & Co. Inc. whereby Morgan Joseph & Co. Inc. will provide financial advisory and investment banking services to the Company.

Other than contractual obligations incurred in the ordinary course of business, we do not have any other long-term contractual obligations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not Applicable for Smaller Reporting Companies.

Item 4(T). Controls and Procedures.

Disclosure Controls and Procedures

As of the end of the period covered by this report on Form 10-Q, our chief executive officer and chief financial officer conducted an evaluation of our disclosure controls and procedures (as defined in Rules 13a-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act"). Based upon this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures, which are designed to ensure that information required to be disclosed by the issuer in the reports it files or submits under the Securities Act of 1933, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, are effective and adequate.

Internal Control over Financial Reporting

During the period covered by this report, there have been no significant changes in our internal control over financial reporting (as defined in Rule 13-15(f) of the Securities Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

To the knowledge of our management, there is no litigation currently pending or contemplated against the Company or its property.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Recent Sales of Unregistered Securities

None.

Item 3. Defaults upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of the Security Holders.

None.

Item 5. Other Information.

None.

Item 6. Exhibits and Financial Statement Schedules.

Exhibit No.	Description
31.1	Certifications Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certifications Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certifications Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certifications Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 9th day of October, 2009.

CAMDEN LEARNING CORPORATION.

By: /s/ David L. Warnock
Name: David L. Warnock
Title: Chief Executive Officer
(Principal Executive Officer)

By: /s/ Donald W. Hughes
Name: Donald W. Hughes
Title: Chief Financial Officer
(Principal Financial Officer)

Camden Learning Corporation
(a corporation in the development stage)

Condensed Balance Sheets

	August 31, 2009 (unaudited)	May 31, 2009
Assets		
Current assets:		
Cash	$ 176,993	$ 96,482
Prepaid expenses	36,468	72,936
Refundable income tax	129,481	150,486
Total current assets	342,942	319,904
Restricted funds held in trust	52,487,764	52,761,303
Deferred tax asset	378,536	378,536
Total assets	$ 53,209,242	$ 53,459,743
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	$ 865,215	$ 290,590
Deferred interest	62,993	62,149
Total current liabilities	928,208	352,739
Deferred underwriting compensation	1,590,312	1,590,312
Total liabilities	2,518,520	1,943,051
Commitments		
Common stock, subject to possible redemption 1,987,889 shares	15,744,081	15,744,081
Stockholders' equity		
Preferred Stock, $.0001 par value, 1,000,000 shares authorized; none issued or outstanding	—	—
Common Stock, $.0001 par value, 20,000,000 shares authorized; 8,188,800 shares issued and outstanding (less 1,987,889 shares subject to possible redemption)	620	620
Additional paid-in capital	35,889,005	35,889,005
Deficit accumulated during the development stage	(942,984)	(117,014)
Total stockholders' equity	34,946,641	35,772,611
Total liabilities and stockholders' equity	$ 53,209,242	$ 53,459,743

See notes to condensed financial statements.

Camden Learning Corporation
(a corporation in the development stage)

Unaudited Condensed Statements of Operations
For the three months ended August 31, 2009 and 2008 and for the period from April 10, 2007 (inception) through August 31, 2009

	For the three months ended August 31, 2009	For the three months ended August 31, 2008	April 10, 2007 (inception) through August 31, 2009
Operating expenses:			
Operating and formation expenses	$ 830,582	$ 105,333	$ 2,068,860
Loss from operations	(830,582)	(105,333)	(2,068,860)
Other income:			
Interest income, net	3,624	265,325	1,205,866
Income/(loss) before provision for taxes	(826,958)	159,992	(862,994)
Benefit/(Provision) for income taxes	988	(67,192)	(79,990)
Net income/(loss)	$ (825,970)	$ 92,800	$ (942,984)
Net income /(loss) per share			
Basic and Diluted	$ (0.10)	$ 0.01	
Weighted average shares outstanding			
Basic and Diluted	8,188,800	8,188,800	

See notes to condensed financial statements.

Camden Learning Corporation
(a corporation in the development stage)

Condensed Statements of Stockholders' Equity
For the cumulative period from April 10, 2007 (inception) to August 31, 2009 (unaudited)

	Common Stock		Additional Paid-In Capital	Retained Earnings Accumulated During the Development Stage	Total Stockholders' Equity
	Shares	Amount			
Common shares issued to initial stockholders on April 10, 2007 at approximately $.02 per share	1,562,500	$ 156	$ 24,844	$ —	$ 25,000
Discount on note payable to affiliate	—	—	17,569	—	17,569
Net income	—	—	—	(3,267)	(3,267)
Balance at May 31, 2007	1,562,500	$ 156	$ 42,413	$ (3,267)	$ 39,302
Sale of 6,626,300 units, net of underwriters' discount and offering expenses of $507,248 (including 1,987,889 shares subject to possible redemption) and sale of underwriter's over-allotment option	6,626,300	663	48,791,861	—	48,792,524
Sale of 2,800,000 private placement warrants on November 29, 2007 at $1.00 per warrant			2,800,000		2,800,000
Net proceeds subject to possible redemption of 1,987,889 shares		(199)	(15,743,882)		(15,744,081)
Offering expenses			(1,387)		(1,387)
Net income	—	—	—	301,140	301,140
Balance at May 31, 2008	8,188,800	$ 620	$ 35,889,005	$ 297,873	$ 36,187,498
Net loss	—	—	—	(414,887)	(414,887)
Balance at May 31, 2009	8,188,800	$ 620	$ 35,889,005	$ (117,014)	$ 35,772,611
Net loss	—	—	—	(825,970)	(825,970)
Balance at August 31, 2009	**8,188,800**	**$ 620**	**$ 35,889,005**	**$ (942,984)**	**$ 34,946,641**

See notes to condensed financial statements

Camden Learning Corporation
(a corporation in the development stage)

Unaudited Condensed Statements of Cash Flows
For the three months ended August 31, 2009 and 2008, and for the period from April 10, 2007 (inception) through August 31, 2009

	Three months ended August 31, 2009	Three Months ended August 31, 2008	April 10, 2007 (inception) through August 31, 2009
Cash flows from operating activities:			
Net income (loss)	$ (825,970)	$ 92,800	$ (942,984)
Adjustments to reconcile net income (loss) to net cash used in operating activities			
Accretion of interest on note payable	—	—	17,569
Deferred income taxes	—	(49,812)	(378,536)
Changes in assets and liabilities			
(Increase)/decrease in prepaid expenses	36,468	36,417	(36,468)
(Increase)/decrease in refundable income tax	21,005	(5,406)	(129,481)
Increase/(decrease) in accounts payable and accrued expenses	574,625	(85,065)	865,215
Increase in deferred interest	844	36,246	62,993
Increase/(decrease) in income tax payable	—	(52,590)	—
Net cash used in operating activities	(193,028)	(27,410)	(541,692)
Cash flows from investing activities:			
Proceeds from sale of units placed in trust	—	—	(49,589,984)
Proceeds from sale of warrants placed in trust	—	—	(2,800,000)
Interest income earned on funds held in trust	(4,468)	(301,237)	(1,285,787)
Deposit of refund for state taxes paid	(21,993)	—	(21,993)
Withdrawals for payments of income taxes	—	435,000	610,000
Withdrawals for payments of operating expenses	300,000	—	600,000
Net cash provided by (used in) investing activities	273,539	133,763	(52,487,764)
Cash flows from financing activities:			
Proceeds from sale of stock to initial stockholders	—	—	25,000
Proceeds from note payable to affiliate	—	—	200,000
Advance from affiliates	—	—	37,500
Repayment to affiliates	—	—	(37,500)
Gross proceeds from initial public offering	—	—	53,010,500
Proceeds from issuance of warrants	—	—	2,800,000
Payment of offering costs	—	—	(2,629,051)
Repayment of note payable to affiliate	—	—	(200,000)
Net cash provided by financing activities	—	—	53,206,449
Net increase in cash	80,511	106,353	176,993
Cash at beginning of period	96,482	170,835	—
Cash at end of period	$ 176,993	$ 277,188	$ 176,993
Supplemental Disclosures:			
Non-cash financing activities:			
Deferred underwriting compensation	$ —	$ —	$ 1,590,312
Cash flow information:			
Cash paid during the period for income taxes	$ —	$ 175,000	$ 610,000
Cash paid for interest	$ —	$ —	$ 5,987

See notes to condensed financial statements.

Notes to Condensed Financial Statements (unaudited)

Note 1 – Organization and Nature of Business Operations

Camden Learning Corporation (the "Company") is a blank check company incorporated in the state of Delaware on April 10, 2007 for the purpose of effecting a merger, capital stock exchange, stock purchase, asset acquisition or other similar business combination with one or more operating businesses in the education industry. The Company is 26.5% owned by Camden Learning, LLC, whose members are Camden Partners Strategic Fund III, LP and Camden Partners Strategic Fund III-A, LP.

At August 31, 2009, the Company had not commenced any operations. All activity through August 31, 2009 relates to the Company's formation, initial public offering (the "Offering") and efforts to identify prospective target businesses described below. Effective with the execution of the Merger Agreement described in Note 11, the Board of Directors of Camden unanimously voted to change Camden's fiscal year end from December 31 to May 31.

The financial statements give retroactive effect to a common stock split in the form of a stock dividend of 0.3888888 shares of common stock for each outstanding share of common stock declared and paid as of November 20, 2007.

The registration statement for the Offering was declared effective November 29, 2007. The Company consummated the Offering on December 5, 2007 and received proceeds of $45,991,365, net of underwriting discounts and commissions of $3,500,000 (including $1,500,000 of deferred underwriting discounts and commissions placed in the trust account pending completion of a business combination). In addition, on December 19, 2007 the underwriters for the Offering exercised a portion of their over-allotment option, generating proceeds of $2,799,672, net of underwriting discounts and commissions of $210,728 (including $90,312 of deferred underwriting discounts and commissions placed in the trust account pending completion of a business combination). The Company's management has broad discretion with respect to the specific application of the net proceeds of the Offering, although substantially all of the net proceeds of the Offering are intended to be applied toward effecting a merger, capital stock exchange, stock purchase, asset acquisition or other similar business combination with one or more operating businesses in the education industry. As used herein, a "Business Combination" shall mean the merger, capital stock exchange, asset acquisition or other similar business combination with one or more operating businesses in the education industry having, collectively, a fair market value of at least 80.0% of the amount in the Company's trust account, less the deferred underwriting discount and commissions and taxes payable at the time of such transaction.

The trust account is maintained by Continental Stock Transfer & Trust Company, as Trustee in the Morgan Stanley Institutional Liquidity Fund – Treasury Portfolio. The portfolio invests in U.S. treasuries and short duration repurchase agreements collateralized by the U.S. treasuries.

Upon the closing of the Offering, the Over-Allotment Option Exercise by the underwriters and the private placement of warrants (see Note 4), $52,389,984 was placed in a trust account invested until the earlier of (i) the consummation of the Company's initial Business Combination or (ii) the dissolution of the Company. The proceeds in the trust account include the deferred underwriting discount of $1,590,312 that will be released to the underwriters if the initial Business Combination is completed (subject to a $0.24 per share reduction for public stockholders who exercise their redemption rights). Interest (after taxes) earned on assets held in the trust account will remain in the trust. However, up to $600,000 of the interest earned on the trust account, and amounts required for payment of taxes on interest earned, may be released to the Company to cover a portion of the Company's operating expenses and expenses incurred in connection with the Company's dissolution and liquidation, if a Business Combination is not consummated. Through August 31, 2009, $588,007 has been withdrawn from the trust account for payment of income taxes and $600,000 has been withdrawn for payment of operating expenses.

The Company will seek stockholders' approval before it will effect the initial Business Combination. In connection with the stockholder vote required to approve the initial Business Combination, the Company's holders of common stock prior to the Offering including all of the Company's officers and directors, have agreed to vote the shares of common stock owned by them prior to the Offering in accordance with the majority of the shares of common stock voted by the Public Stockholders. "Public Stockholders" is defined as the holders of common stock sold as part of the units in the Offering or in the aftermarket. The Company will proceed with the initial Business Combination only if a majority of the shares of common stock voted by the Public Stockholders are voted in favor of such Business Combination and Public Stockholders owning less than 30% of the shares sold in the Offering exercise their right to convert their shares into a pro rata share of the aggregate amount then on deposit in the trust account. If a majority of the shares of common stock voted by the Public Stockholders are not voted in favor of a proposed initial Business Combination but 24 months has not yet passed since the date of the prospectus, the Company may combine with another Target Business meeting the fair market value criterion described above.

Public Stockholders voting against a Business Combination will be entitled to redeem their stock for a pro rata share of the total amount on deposit in the trust account including the $0.24 per share deferred underwriter's compensation, and including any interest earned net of income taxes on their portion of the trust account, net of up to $600,000 of the interest earned on the trust account which may be released to the Company to cover a portion of the Company's operating expenses. Public Stockholders who convert their stock into their share of the trust account will continue to have the right to exercise any Warrants they may hold.

If holders of more than 20% of the shares sold in the Offering vote against a proposed Business Combination and seek to exercise their redemption rights and the Business Combination is consummated, the Company's initial stockholders have agreed to forfeit, on a pro rata basis, a number of the initial 1,562,500 shares of the Company's common stock purchased, up to a maximum of 112,997 shares, so that the initial stockholders will collectively own no more than 23.81% (without regard to any purchase of units in the Offering, any open market purchases or private purchases of units directly from the Company) of the Company's outstanding common stock immediately prior to the consummation of the Business Combination.

The Company's amended and restated certificate of incorporation filed with the State of Delaware includes a requirement that the initial Business Combination be presented to Public Stockholders for approval; a prohibition against completing a Business Combination if 30% or more of the Company's Public Stockholders exercise their redemption rights in lieu of approving a Business Combination; a provision giving Public Stockholders who vote against a Business Combination the right to redeem their shares for a pro rata portion of the trust account in lieu of participating in a proposed Business Combination; and a requirement that if the Company does not consummate a Business Combination within 24 months from the date of the prospectus for the Offering, the Company will dissolve and liquidate, including liquidation of the trust account for the benefit of the Public Stockholders. Consequently, the amended and restated certificate of incorporation includes a limitation on the Company's corporate existence of November 29, 2009, if the Company does not consummate a Business Combination. This factor raises substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustment that may result from the outcome of this uncertainty.

The Company will dissolve and promptly distribute only to its Public Stockholders the amount in the trust account, less any income taxes payable on interest income, plus any remaining net assets if the Company does not affect a Business Combination within 24 months after consummation of the Offering.

In the event of dissolution, it is likely that the per share value of the residual assets remaining available for distribution (including trust account assets) will be less than the initial public offering price per share in the Offering (assuming no value is attributed to the Warrants contained in the units sold in the Offering discussed in Note 3).

The Company's initial stockholders placed the shares they owned before the Offering into an escrow account, and with limited exceptions, these shares will not be transferable and will not be released from escrow until one year after consummation of a Business Combination. If the Company is forced to dissolve or liquidate, these shares will be cancelled. Additionally, the insider warrants (see Note 4) have been placed into the escrow account, and subject to limited exceptions, will not be transferable and will not be released from escrow until the 90th day following the completion of a Business Combination.

Note 2 – Interim Financial Information

The Company's unaudited condensed interim financial statements as of August 31, 2009 and for the three months ended August 31, 2009 and 2008, and for the period from April 10, 2007 (date of inception) through August 31, 2009, have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The operating results for the interim period presented are not necessarily indicative of the results to be expected for any other interim period or for the full year.

These unaudited condensed interim financial statements should be read in conjunction with the audited financial statements and notes thereto for the period ended May 31, 2009 included in the Company's Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission ("SEC") on August 20, 2009. The May 31, 2009 balance sheet and the changes in stockholders' equity for the periods ended May 31, 2009 and 2008 have been derived from those audited financial statements. The accounting policies used in preparing these unaudited financial statements are consistent with those described in the May 31, 2009 audited financial statements.

Management of the Company has reviewed subsequent events through the date of this filing, October 9, 2009.

Note 3 – Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

Fair Value of Financial Instruments - The fair values of the Company's assets and liabilities that qualify as financial instruments under SFAS No. 107 "Disclosures about Fair Value of Financial Instruments," approximate their carrying amounts presented in the balance sheet based upon the short-term nature of the accounts at August 31, 2009.

Recent accounting pronouncements

In December 2007, the FASB issued SFAS No. 141(R), Business Combinations ("SFAS 141R"), which establishes principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree. SFAS 141R also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS 141R will apply to us with respect to any acquisitions that we complete on or after January 1, 2009.

In December 2007, the FASB released SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51 ("SFAS 160"), which establishes accounting and reporting standards for the ownership interests in subsidiaries held by parties other than the parent and for the deconsolidation of a subsidiary. SFAS 160 also establishes disclosure requirements that clearly identify and distinguish between the interest of the parent and the interests of the non-controlling owners. SFAS 160 is effective for financial statements issued for fiscal years beginning after December 15, 2008. SFAS 160 will apply to us with respect to any acquisitions, that we complete on or after January 1, 2009, which will result in a noncontrolling interest.

In June 2008, the FASB ratified EITF Issue No. 07-5, "Determining Whether an Instrument (or Embedded Feature) is Indexed to an Entity's Own Stock" ("EITF 07-5"). EITF 07-5 provides guidance on how to determine if certain instruments or embedded features are considered indexed to our own stock, including instruments similar to our convertible notes and warrants to purchase our stock. EITF 07-5 requires companies to use a two-step approach to evaluate an instrument's contingent exercise provisions and settlement provisions in determining whether the instrument is considered to be indexed to its own stock and exempt from the application of SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities". Although EITF 07-5 is effective for fiscal years beginning after December 15, 2008, any outstanding instrument at the date of adoption will require a retrospective application of the accounting through a cumulative effect adjustment to retained earnings upon adoption. The adoption of EITF 07-05 did not have a significant impact on the Company's financial statements.

No other recently issued accounting pronouncements that became effective during the three months ended August 31, 2009 or that will become effective in a subsequent period has had or is expected to have a material impact on our financial statements.

Note 4 – Initial Public Offering

On December 5, 2007, the Company sold to the public 6,250,000 units ("Units") at a price of $8.00 per unit. Each Unit consists of one share of the Company's common stock, $.0001 par value, and one warrant. On December 19, 2007 the Company sold an additional 376,300 Units pursuant to the over-allotment option exercise. Each warrant will entitle the holder to purchase from the Company one share of common stock at an exercise price of $5.50 commencing the later of the completion of a Business Combination with a Target Business or one year from the date of the prospectus for the Offering and expiring four years from the date of the prospectus, unless earlier redeemed. The warrants will be redeemable at the Company's option, at a price of $0.01 per warrant upon 30 days' written notice after the warrants become exercisable, only in the event that the last price of the common stock is at least $11.50 per share for any 20 trading days within a 30 trading day period ending on the third business day prior to the date on which notice of redemption is given.

In accordance with the Warrant Agreement related to the warrants (the "Warrant Agreement"), the Company is only required to use its best efforts to effect the registration of the shares of common stock underlying the Warrants. The Company will not be obligated to deliver securities, and there are no contractual penalties for failure to deliver securities, if a registration statement is not effective at the time of exercise.

Additionally, in the event that a registration statement is not effective at the time of exercise, the holder of a warrant shall not be entitled to exercise such warrant and in no event (whether in the case of a registration statement not being effective or otherwise) will the Company be required to net cash settle the warrant exercise. Consequently, the warrants may expire unexercised.

The Company sold to the underwriters, for $100, an option to purchase up to a total of 625,000 units exercisable on a cashless basis at $9.60 per unit commencing one year from the date of the prospectus and expiring five years from the date of the prospectus. The units issuable upon exercise of this option are identical to those that were sold in the Offering, except that the warrants in these units have an exercise price of $6.71. The sale of the option was accounted for as a cost attributable to the Offering. Accordingly, there was no net impact on the Company's financial position or results of operations, except for the recording of the $100 proceeds from the sale. The Company has estimated, based upon a Black-Scholes model, that the fair value of the option on the date of sale would be approximately $2,430,000, using an expected life of five years, volatility of 59.4%, and a risk-free interest rate of 3.08%. However, because the units do not have a trading history, the volatility assumption is based on information currently available to the Company. The Company believes the volatility estimate calculated is a reasonable benchmark to use in estimating the expected volatility of the units. The volatility calculation is based on the most recent trading day average volatility of publicly traded companies providing educational services with market capitalizations less than $500 million. Although an expected life of five years was used in the calculation, if the Company does not consummate a Business Combination within the prescribed time period and automatically dissolves and subsequently liquidates the trust account, the option will become worthless.

The Company sold to the underwriters, for $100, an option to purchase up to a total of 625,000 units exercisable on a cashless basis at $9.60 per unit commencing one year from the date of the prospectus and expiring five years from the date of the prospectus. The units issuable upon exercise of this option are identical to those that were sold in the Offering, except that the warrants in these units have an exercise price of $6.71. The sale of the option was accounted for as a cost attributable to the Offering. Accordingly, there was no net impact on the Company's financial position or results of operations, except for the recording of the $100 proceeds from the sale. The Company has estimated, based upon a Black-Scholes model, that the fair value of the option on the date of sale would be approximately $2,430,000, using an expected life of five years, volatility of 59.4%, and a risk-free interest rate of 3.08%. However, because the units do not have a trading history, the volatility assumption is based on information currently available to the Company. The Company believes the volatility estimate calculated is a reasonable benchmark to use in estimating the expected volatility of the units. The volatility calculation is based on the most recent trading day average volatility of publicly traded companies providing educational services with market capitalizations less than $500 million. Although an expected life of five years was used in the calculation, if the Company does not consummate a Business Combination within the prescribed time period and automatically dissolves and subsequently liquidates the trust account, the option will become worthless.

Note 5 – Related Party Transactions

The Company has agreed to pay up to $7,500 a month in total for certain general and administrative services, including but not limited to receptionist, secretarial and general office services to Camden Partners Holdings, LLC. Services commenced on November 29, 2007 and will terminate upon the earlier of (i) the completion of the Company's Business Combination or (ii) the Company's dissolution.

The Company has allocated a percentage of the part-time accounting staff's salaries from Camden Partners Holdings, LLC. The allocation percentage is based upon the amount of the staff's time spent on the Company.

On November 29, 2007, Camden Learning, LLC purchased warrants to acquire 2,800,000 shares of Common Stock from the Company at a price of $1.00 per warrant for a total of $2,800,000 in a private placement prior to the completion of the Offering. The terms of these warrants are identical to the terms of the warrants issued in the Offering, except that these insider warrants will not be subject to redemption and may be exercised on a cashless basis, in each case if held by the initial holder thereof or its permitted assigns, and may not be sold, assigned or transferred prior to the 90th day following consummation of a Business Combination. The holder of these insider warrants will not have any right to any liquidation distributions with respect to shares underlying these warrants if the Company fails to consummate a Business Combination, in which event these warrants will expire worthless.

Camden Learning, LLC has agreed to indemnify the Company for claims of creditors that have not executed a valid and binding waiver of their rights to seek payments of amounts due to them out of the trust account.

Camden Learning LLC acquired 503,187 shares of Common Stock in September 2009 in open market transactions in accordance with the guidelines of Rule 10b5-1 under the Exchange Act.

Note 6 – Restricted Funds Held in Trust:

	For the three months ended August 31, 2009	For the three months ended August 31, 2008	April 10, 2007 (inception) through August 31, 2009
Investments held in trust – beginning of period	$ 52,761,303	$ 53,232,971	$ -
Contribution to trust (which includes the deferred underwriting discount and commission of $1,590,312)	-	-	52,389,984
Interest income received	4,468	301,237	1,285,787
(Withdrawals)/refunds for taxes	21,993	(435,000)	(588,007)
Withdrawals for working capital (a)	(300,000)		(600,000)
Total investments held in trust	$ 52,487,764	$ 53,099,208	$ 52,487,764

(a) Limited to $600,000

Note 7 – Common Stock Subject to Possible Redemption

The Company will not proceed with a Business Combination if Public Stockholders owning 30% or more of the shares sold in the Offering vote against the Business Combination and exercise their redemption rights. Accordingly, the Company may affect a Business Combination only if stockholders owning one share less than 30% of the shares sold in this Offering exercise their redemption rights. If this occurred, the Company would be required to redeem for cash up to one share less than 30% of the 6,626,300 shares of common stock sold in the Offering, or 1,987,889 shares of common stock, at a per-share redemption price of $7.92 (plus their pro-rata portion of the interest earned on the trust account, net of (i) taxes payable on interest earned and (ii) up to $600,000 of interest income released to the Company to fund its working capital), which includes $0.24 per share of deferred underwriting discount and commissions which the underwriters have agreed to forfeit to pay redeeming stockholders. Total interest earned through August 31, 2009, net of taxes of $475,741 and working capital of $600,000, totaled $210,045. The dissenting stockholder's pro-rata share of this amount is reflected on the balance sheet as deferred interest.

Note 8 – Common Stock

The Company has 10,676,300 shares reserved for issuance for the exercise of the underwriter's purchase option units and the private placement warrants, as well as the warrants sold in the initial public offering.

Note 9 – Preferred Stock

The Company is authorized to issue 1,000,000 shares of preferred stock with such designations, voting and other rights and preferences as may be determined from time to time by the Board of Directors.

Note 10 – Fair Value of Financial Instruments

Effective January 1, 2008 the Company adopted Statement No. 157, *Fair Value Measurements.* Statement No. 157 applies to all assets and liabilities that are being measured and reported on a fair value basis. Statement No. 157 requires new disclosure that establishes a framework for measuring fair value in GAAP, and expands disclosure about fair value measurements. This statement enables the reader of the financial statements to assess the inputs used to develop those measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. The statement requires that assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

In determining the appropriate levels, the Company performs a detailed analysis of the assets and liabilities that are subject to Statement No. 157. At each reporting period, all assets and liabilities for which the fair value measurement is based on significant unobservable inputs are classified as Level 3.

The table below presents the balances of assets and liabilities measured at fair value on a recurring basis by level within the hierarchy.

	August 31, 2009			
	Total	Level 1	Level 2	Level 3
Funds Held in Trust	$52,487,764	$52,487,764	$ —	$ —
Total assets	$52,487,764	$52,487,764	$ —	$ —

The Company’s restricted funds held in trust are invested in an institutional liquidity fund invested in U.S. treasuries and repurchase agreements collateralized by U.S. treasuries that are considered to be highly liquid and easily tradable. These securities are valued using inputs observable in active markets for identical securities and therefore are classified as Level 1 within the fair value hierarchy.

Note 11 – Proposed Transaction

On August 7, 2009, Camden, Dlorah, Inc. a privately owned South Dakota corporation ("Dlorah"), and Dlorah Subsidiary, Inc., a newly formed Delaware Corporation and wholly-owned subsidiary of Camden ("Merger Sub"), entered into an Agreement and Plan of Reorganization, which agreement was amended and restated in its entirety on August 11, 2009 (as amended, the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, the Dlorah stockholders have agreed to contribute all of the outstanding capital stock of Dlorah to Camden in exchange for shares of a newly created class of stock, warrants and restricted shares of currently authorized common stock of Camden. At closing, Merger Sub will merge with and into Dlorah with Dlorah surviving as a wholly-owned subsidiary of Camden (the "Transaction"). In connection with the Transaction, Camden intends to apply to have its common stock and warrants listed on either the Nasdaq Capital Market or the Nasdaq Global Market, as the parties may mutually determine.

Dlorah, Inc., through its education division known as National American University ("NAU"), operates a private, for-profit university with 16 campuses in seven states, as well as extensive online course offerings. NAU offers undergraduate and graduate career-oriented technical and professional degree programs in accounting, applied management, business administration, health care and information technology. NAU also offers graduate degree programs that include a Master of Business Administration and a Master of Management degree. Dlorah, through its real estate division, develops, leases and sells luxury condominiums, apartments and townhouses in Rapid City, South Dakota.

If approved, the Transaction is expected to be consummated promptly following the receipt of approval from Camden stockholders and the satisfaction or waiver of the other conditions described herein and in the Merger Agreement.

Exhibit 31.1

CERTIFICATIONS

I, David L. Warnock, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Camden Learning Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the issuer's internal controls over financial reporting that occurred during the issuer's first fiscal quarter that has materially affected, or is reasonably likely to materially affect, the issuer's internal controls over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

DATE: October 9, 2009

/s/ David L. Warnock
David L. Warnock

Principal Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Donald W. Hughes, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Camden Learning Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the issuer's internal controls over financial reporting that occurred during the issuer's first fiscal quarter that has materially affected, or is reasonably likely to materially affect, the issuer's internal controls over financial reporting;

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

DATE: October 9, 2009

/s/ Donald W. Hughes
Donald W. Hughes
Principal Financial Officer

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Quarterly Report on Form 10-Q of Camden Learning Corporation (the "Company") for the quarter ended August 31, 2009 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned Chief Executive Officer certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company, for the period covered by this report.

DATE: October 9, 2009

/s/ David L. Warnock
David L. Warnock
Principal Executive Officer

A signed original of this written statement required by Section 906 has been provided to Camden Learning Corporation and will be retained by Camden Learning Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Camden Learning Corporation (the "Company") for the quarter ended August 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned Chief Financial Officer certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period covered by this report.

DATE: October 9, 2009

/s/ Donald W. Hughes
Donald W. Hughes
Principal Financial Officer

A signed original of this written statement required by Section 906 has been provided to Camden Learning Corporation and will be retained by Camden Learning Corporation and furnished to the Securities and Exchange Commission or its staff upon request.