

Camden Learning CORP
Form SC 13D
February 02, 2009

**UNITED STATES
SECURITIES & EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.)*

Camden Learning Corp.

(Name of Issuer)

Ordinary Shares
(Title of Class of Securities)

132863101
(CUSIP Number)

Alexander H. McMillan, Esq.
c/o Loeb Partners Corporation
61 Broadway, New York, N.Y. 10006 (212) 483-7070
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 23, 2009
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No.	132863101
1. Name of Reporting Person	Loeb Arbitrage Management, LLC
I.R.S. Identification No. of Above Person	
2. Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/> X (b) <input type="checkbox"/> o
3. SEC Use Only	
4. Source of Funds	WC, OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/> o
6. Citizenship or Place of Organization	Delaware
7. Sole Voting Power	-0-
Number of Shares Beneficially Owned by Each Reporting Person	8. Shared Voting Power 61,833
With	9. Sole Dispositive Power -0-
10. Shared Dispositive Power	61,833
11. Aggregate Amount of Beneficially Owned by Each Reporting Person	61,833
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares	<input type="checkbox"/> o
13. Percent of Class Represented by Amount in Row (11)	0.76%
14. Type of Reporting Person	IA

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CUSIP No.	132863101
1. Name of Reporting Person	Loeb Arbitrage Fund
I.R.S. Identification No. of Above Person	
2. Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3. SEC Use Only	
4. Source of Funds	WC, OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
6. Citizenship or Place of Organization	New York
7. Sole Voting Power	443,413
Number of Shares Beneficially Owned by Each Reporting Person With	
8. Shared Voting Power	-0-
9. Sole Dispositive Power	443,413
10. Shared Dispositive Power	-0-
11. Aggregate Amount of Beneficially Owned by Each Reporting Person	443,413
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares	<input type="checkbox"/>
13. Percent of Class Represented by Amount in Row (11)	5.41%
14. Type of Reporting Person	PN

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CUSIP No.	132863101
1. Name of Reporting Person	Loeb Offshore Fund Ltd.
I.R.S. Identification No. of Above Person	
2. Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/> X (b) <input type="checkbox"/> o
3. SEC Use Only	
4. Source of Funds	WC, OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/> o
6. Citizenship or Place of Organization	Cayman Islands
7. Sole Voting Power	36,235
Number of Shares Beneficially Owned by Each Reporting Person	
8. Shared Voting Power	-0-
9. Sole Dispositive Power	36,235
With	
10. Shared Dispositive Power	-0-
11. Aggregate Amount of Beneficially Owned by Each Reporting Person	36,235
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares	<input type="checkbox"/> o
13. Percent of Class Represented by Amount in Row (11)	0.44%
14. Type of Reporting Person	CO

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CUSIP No.	132863101
1. Name of Reporting Person	Loeb Marathon Fund LP
I.R.S. Identification No. of Above Person	
2. Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3. SEC Use Only	
4. Source of Funds	WC, OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
6. Citizenship or Place of Organization	Delaware
7. Sole Voting Power	23,519
Number of Shares Beneficially Owned by Each Reporting Person	8. Shared Voting Power -0-
With	9. Sole Dispositive Power 23,519
	10. Shared Dispositive Power -0-
11. Aggregate Amount of Beneficially Owned by Each Reporting Person	23,519
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares	<input type="checkbox"/>
13. Percent of Class Represented by Amount in Row (11)	0.29%
14. Type of Reporting Person	PN

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CUSIP No.	132863101
1. Name of Reporting Person	Loeb Marathon Offshore Fund, Ltd.
I.R.S. Identification No. of Above Person	
2. Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3. SEC Use Only	
4. Source of Funds	WC, OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
6. Citizenship or Place of Organization	Cayman Islands
7. Sole Voting Power	12,800
Number of Shares Beneficially Owned by Each Reporting Person	
8. Shared Voting Power	-0-
9. Sole Dispositive Power	12,800
10. Shared Dispositive Power	-0-
11. Aggregate Amount of Beneficially Owned by Each Reporting Person	12,800
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares	<input type="checkbox"/>
13. Percent of Class Represented by Amount in Row (11)	0.16%
14. Type of Reporting Person	CO

Item 1. Security and Issuer

The title and class of equity security to which this Statement relates is the Ordinary Shares (the Ordinary Shares), of Camden Learning Corp. The address of the Issuer s principal executive offices is 500 East Pratt Street, Suite 1200, Baltimore, MD 21202.

Item 2. Identity and Background

All entities referenced herein are located at 61 Broadway, New York, New York 10006 and are investment partnerships or investment advisors. Loeb Arbitrage Fund (LAF) is a New York limited partnership. Loeb Marathon Fund LP (LMF) is a Delaware limited partnership. Loeb Arbitrage Management LLC (LAM), a Delaware limited liability company and registered investment adviser, is the investment manager of LAF and LMF. LAM s President and Chief Operating Officer is Robert E. Enslein, Jr. The other officers include Thomas L. Kempner, Chairman of the Board; Gideon J. King, Chief Executive Officer; Alexander H. McMillan, Vice President and Secretary; and David S. Hampson, Chief Financial Officer. Loeb Offshore Fund, Ltd. (LOF) and Loeb Marathon Offshore Fund, Ltd. (LMOF) are each a Cayman Islands exempted company. Loeb Offshore Management, LLC (LOM) is a Delaware limited liability company, a registered investment adviser and is wholly owned by Loeb Holding Corporation. It is the investment adviser of LOF and LMOF. Gideon J. King and Thomas L. Kempner are Directors of LOF and LMOF and Managers of LOM. LAM and LOM jointly do business as Loeb Capital Management. Loeb Holding Corporation (LHC), a Maryland corporation, is the sole stockholder of LAM and LOM. Thomas L. Kempner is the President, Chief Executive Officer, director and majority stockholder of LHC. Bruce L. Lev, Norman N. Mintz and Peter A. Tcherepnine are also directors. All of the individuals named in this Item 2 are United States citizens. None of the entities or individuals named in this Item 2 have been, within the last five years, convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Ordinary Shares were acquired by LAF, LAM**, LOF, LMF and LMOF in margin accounts maintained with J.P. Morgan Securities Corp.

Item 4. Purpose of Transaction

LAF, LAM**, LOF, LMF and LMOF (Loeb) have acquired Ordinary Shares for investment purposes. Loeb reserves the right, consistent with applicable law, to acquire additional securities of the Issuer (whether through open market purchases, block trades, private acquisitions, tender or exchange offers or otherwise).

Loeb intends to review its investment in the Issuer on a continuing basis and may engage in discussions with management or the Board of Directors of the Issuer concerning the business and future plans of the Issuer. Depending on various factors, including, without limitation, the Issuer's financial position and investment strategy, the price levels of the Ordinary Shares of the Issuer, conditions in the securities markets and general economic and industry conditions, Loeb may in the future take such actions with respect to its investment in the Issuer as it deems appropriate including, without limitation, seeking Board representations, making proposals to the Issuer concerning the capitalization of the Issuer, purchasing additional Ordinary Shares and other securities of the Issuer, selling some or all of its Ordinary Shares, engaging in short selling of or any hedging or similar transaction with respect to the Ordinary Shares of the Issuer or changing its intention partially or entirely with respect to any and all matters referred to in Item 4.

Item 5. Interest in Securities of the Issuer

(a) The persons reporting hereby own the following shares of Ordinary Shares as of January 26, 2009.

	<u>Ordinary Shares</u>	<u>Voting Power</u>		<u>Dispositive Power</u>	
		<u>Sole</u>	<u>Shared</u>	<u>Sole</u>	<u>Shared</u>
Loeb Arbitrage Fund	443,413	443,413	-0-	443,413	-0-
Loeb Arbitrage Management, LLC**	61,833	-0-	61,833	-0-	61,833
Loeb Offshore Fund Ltd.	36,235	36,235	-0-	36,235	-0-
Loeb Marathon Fund, LP	23,519	23,519	-0-	23,519	-0-
Loeb Marathon Offshore Fund, Ltd.	12,800	12,800	-0-	12,800	-0-
Total	577,800				

The total Ordinary Shares constitute 7.06% of the 8,188,800 outstanding Ordinary Shares as reported by the Issuer.

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**Including Ordinary Shares purchased for the accounts of customers of Loeb Arbitrage Management, LLC as to which it has investment discretion.

(b) See paragraph (a) above.

(c) The following purchases and sales (-) of Ordinary Shares have been made in the last sixty (60) days:

Purchases and Sales of Ordinary Shares

	Date	Shares	Average Price
Loeb Arbitrage Management, LLC	01/26/09	9794	7.46
	01/23/09	11180	7.45
	01/15/09	8385	7.45
	01/09/09	14910	7.43
	01/08/09	4970	7.43
	12/31/08	427	7.30
	12/22/08	779	7.21
	12/05/08	4838	7.20
Loeb Arbitrage Fund	Date	Shares	Average Price
	01/26/09	71026	7.46
	01/23/09	81080	7.45
	01/15/09	60810	7.45
	01/09/09	108180	7.43
	01/08/09	36060	7.43
	12/31/08	3853	7.30
	12/22/08	7020	7.21
12/05/08	32021	7.20	
Loeb Offshore Fund, Ltd.	Date	Shares	Average Price
	01/26/09	6780	7.46
	01/23/09	7740	7.45
	01/15/09	5805	7.45
	01/09/09	10335	7.43
	01/08/09	3445	7.43
	12/31/08	220	7.30
	12/22/08	401	7.21
12/05/08	641	7.20	
Loeb Marathon Fund LP	Date	Shares	Average Price
	01/09/09	11130	7.43
	01/08/09	3710	7.43
Loeb Marathon Offshore Fund, Ltd.	Date	Shares	Average Price
	01/09/09	5445	7.43
	01/08/09	1815	7.43

- (d) Not Applicable.
- (e) Not Applicable.

All reported transactions were effected on OTC BB.

Item 6. **Contracts, Arrangement, Understandings or Relationships with Respect to the Issuer.**

Not Applicable.

Item 7. **Materials to be Filed as Exhibits.**

None.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LOEB ARBITRAGE MANAGEMENT, LLC

Date: February 2, 2009

By: /s/ Alexander H. McMillan
Alexander H. McMillan
Vice President

LOEB ARBITRAGE FUND

By: LOEB ARBITRAGE MANAGEMENT, LLC, G.P.

Date: February 2, 2009

By: /s/ Alexander H. McMillan
Alexander H. McMillan
Vice President

LOEB OFFSHORE FUND LTD.

Date: February 2, 2009

By: /s/ Alexander H. McMillan
Alexander H. McMillan
Vice President

LOEB MARATHON FUND LP

By: LOEB ARBITRAGE MANAGEMENT, LLC, G.P.

Date: February 2, 2009

By: /s/ Alexander H. McMillan
Alexander H. McMillan
Vice President

LOEB MARATHON OFFSHORE FUND, LTD.

Date: February 2, 2009

By: /s/ Alexander H. McMillan
Alexander H. McMillan
Vice President