

2. Amendment/Modification No. P00002	3. Effective Date Apr 15, 2004	4. Requisition/Purchase Req. No.	5. Project No. (if applicable)
6. Issued By DoD EDUCATION ACTIVITY HEADQUARTERS PROCUREMENT BRANCH 4040 NORTH FAIRFAX DRIVE ARLINGTON, VA 22203-1635 Janice Brown 703-588-3612		7. Administered By (If other than Item 6) SEE BLOCK 6	

8. Name and Address of Contractor (No., Street, County, and Zip Code)		(X)	9A. Amendment of Solicitation No.
PEARSON EDUCATION, INC. PUBLISHING AS SCOTT FORESMAN 1900 EAST LAKE AVENUE GLENVIEW IL 60025-2086	Vendor ID: 00002882 DUNS: 005106034 CAGE: 0SDK8		9B. Date (See Item 11)
		X	10A. Modification of Contract/Order No. HE1254-04-D-0004
			10B. Date (See Item 13) Mar 1, 2004
Code	Facility Code		

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers is extended is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. Accounting and Appropriation Data (if required)
SEE INDIVIDUAL DELIVERY ORDERS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACT/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

(x)	A. This change order is issued pursuant to: (Specify authority) The changes set forth in item 14 are made in the Contract Order No. in item 10A.
X	B. The above numbered Contract/Order is modified to reflect the administrative changes (such as changes in paying office, appropriation date, etc.) Set fourth item 14, pursuant to the authority of FAR 43.103 (b)
	C. This supplemental agreement is entered into pursuant to authority of:
	D. Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return _____ copies to the issuing office.

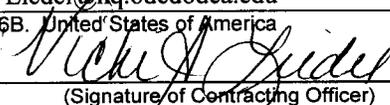
14. Description of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to revise CLIN descriptions on the SF 1449.

As a result of this modification,

- CLIN 0002AC is revised to read:
Kindergarten System includes 20 Student Workbooks, Flip Chart, Wall Chart, Songs & Activities Audio Tape Package, and Activity Videos). "Scott Foresman SCIENCE, @2003". Cost: \$577.50. ISBN: 0-328-02683-2.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. Name and Title of Signer (Type or Print)	16A. Name and title of Contracting Officer (Type or Print) Vicki A. Liedel Contracting Officer VLiedel@hq.odedodea.edu		
15B. Contractor/Offeror (Signature of person authorized to sign)	15C. Date Signed	16B. United States of America  (Signature of Contracting Officer)	16C. Date Signed 16 Apr 04

2. CLINs 0002AK, 1002AK, 2002AK, 3002AK, 4002AK, and 5002AK are revised to read:
Multimedia Materials, Kindergarten. "Scott Foresman SCIENCE, @2003". Songs and Activities Audiotapes. (included in Kingergarten system) ISBN: 0-673-59428-9. Cost: \$41.24. One free per 20 student texts ordered.
3. CLINs 3003AA is revised to read:
Student Textbooks, Grade 1. "Scott Foresman SCIENCE, @2003". Cost: \$35.75. ISBN: 0-328-03421-5.
4. CLINs 3003AG is revised to read:
TestWorks, CD-ROM, Grade 1. "Scott Foresman SCIENCE @2003. Cost: \$108.90. ISBN: 0-673-59422-X.
5. CLINs 5004AH is revised to read:
Lab Manual, Student, Grade 2. "Scott Foresman SCIENCE @2003". Cost: \$6.30. ISBN: 0-673-59339-8.

As a result of this modification,

1. CLINs 0001AB, 1001AB, 2001AB, 3001AB, 4001AB and 5001AB are revised to read:
Teacher Resource Package, PreKindergarten, "Scott Foresman SCIENCE, @2003", Big Book Collection (contains 1 big book per unit for K, total of 4 books). Cost: \$152.45. Includes student instruction.
ISBN: 0-328-00683-1.
2. CLINs 1002AC, 2002AC, 3002AC, 4002AC, and 5002AC are revised to read:
Kindergarten System includes 20 Student Workbooks, Flip Chart, Wall Chart, Songs & Activities Audio Tape Package, and Activity Videos). "Scott Foresman SCIENCE, @2003". Cost: \$577.50.
ISBN: 0-328-02683-2.
3. CLINs 0002AG, 1002AG, 2002AG, 3002AG, 4002AG and 5002AG are revised to read:
TestWorks, CD-ROM, Kindergarten. "Scott Foresman SCIENCE @2003. Cost: \$108.90.
ISBN: 0-673-59421-1.
4. CLINs 0002AH, 1002AH, 2002AH, 3002AH, 4002AH, and 5002AH are revised to read:
Multimedia Materials, Kindergarten. "Scott Foresman SCIENCE, @2003". Practice and Assessment CD-ROM. Cost: \$42.90. ISBN: 0-673-59407-6.
5. CLINs 0002AK, 1002AK, 2002AK, 3002AK, 4002AK, and 5002AK are revised to read:
Multimedia Materials, Kindergarten. "Scott Foresman SCIENCE, @2003". Songs and Activities CDs. ISBN: 0-673-59428-9.
Cost: \$41.24. One free per 20 student texts ordered.
6. CLINs 0003AA, 1003AA, 2003AA, 4003AA, and 5003AA are revised to read:
Student Textbooks, Grade 1. "Scott Foresman SCIENCE, @2003". Cost: \$35.75. ISBN: 0-328-03421-5.
7. CLINs 0003AG, 1003AG, 2003AG, 4003AG and 5003AG are revised to read:
TestWorks, CD-ROM, Grade 1. "Scott Foresman SCIENCE @2003. Cost: \$108.90.
ISBN: 0-673-59422-X.
8. CLINs 0003AH, 1003AH, 2003AH, 3003AH, 4003AH, and 5003AH are revised to read:
Lab Manual, Student, Grade 1. "Scott Foresman SCIENCE @2003". Cost: \$6.30. ISBN: 0-673-59338-X.
9. CLINs 0003AK, 1003AK, 2003AK, 3003AK, 4003AK and 5003AK are revised to read:
Multimedia Materials, Grade 1. "Scott Foresman SCIENCE, @2003". Practice and Assessment CD-ROM. Cost: \$42.90. ISBN: 0-673-59408-4.
10. CLINs 0003AL, 1003AL, 2003AL, 3003AL, 4003AL, and 5003AL are revised to read:
Multimedia Materials, Grade 1. "Scott Foresman SCIENCE, @2003". Activity Video Package.
Cost: \$109.95. ISBN: 0-673-59401-7.
11. CLINs 0004AA, 1004AA, 2004AA, 3004AA, 4004AA, and 5004AA are revised to read:
Student Textbooks, Grade 2. "Scott Foresman SCIENCE, @2003". Cost: \$35.75. ISBN: 0-328-03422-3.
12. CLINs 0004AG, 1004AG, 2004AG, 3004AG, 4004AG, and 5004AG are revised to read:
TestWorks, CD-ROM, Grade 2. "Scott Foresman SCIENCE @2003. Cost: \$108.90.
ISBN: 0-673-59423-8.
13. CLINs 0004AH, 1004AH, 2004AH, 3004AH, 4004AH, and 4004AH are revised to read:
Lab Manual, Student, Grade 2. "Scott Foresman SCIENCE @2003". Cost: \$6.30. ISBN: 0-673-59339-8.
14. CLINs 0004AK, 1004AK, 2004AK, 3004AK, 4004AK, and 5004AK are revised to read:
Multimedia Materials, Grade 2. "Scott Foresman SCIENCE, @2003". Practice and Assessment CD-ROM. Cost: \$42.90. ISBN: 0-673-59409-2.

15. CLINs 0004AL, 1004AL, 2004AL, 3004AL, 4004AL, and 5004AL are revised to read:
Multimedia Materials, Grade 2. "Scott Foresman SCIENCE, @2003". Activity Video Package.
Cost: \$109.95. ISBN: 0-673-59402-5.
16. CLINs 0005AA, 1005AA, 2005AA, 3005AA, 4005AA, and 5005AA are revised to read:
Student Textbooks, Grade 3. "Scott Foresman SCIENCE, @2003". Cost: \$38.50. ISBN: 0-328-03423-1.
17. CLINs 0005AG, 1005AG, 2005AG, 3005AG, 4005AG and 5005AG are revised to read:
TestWorks, CD-ROM, Grade 3. "Scott Foresman SCIENCE @2003. Cost: \$108.90.
ISBN: 0-673-59424-6.
18. CLINs 0005AH, 1005AH, 2005AH, 3005AH, 4005AH, and 5005AH are revised to read:
Lab Manual, Student, Grade 3. "Scott Foresman SCIENCE @2003". Cost: \$6.55. ISBN: 0-673-59340-1.
19. CLINs 0005AK, 1005AK, 2005AK, 3005AK, 4005AK, and 5005AK are revised to read:
Multimedia Materials, Grade 3. "Scott Foresman SCIENCE, @2003". Practice and Assessment CD-ROM. Cost: \$42.90. ISBN:
0-673-59410-6.
20. CLINs 0005AL, 1005AL, 2005AL, 3005AL, 4005AL, and 5005AL are revised to read:
Multimedia Materials, Grade 3. "Scott Foresman SCIENCE, @2003". Activity Video Package.
Cost: \$109.95. ISBN: 0-673-59403-3.
21. CLINs 0006AA, 1006AA, 2006AA, 3006AA, 4006AA, and 5006AA are revised to read:
Student Textbooks, Grade 4. "Scott Foresman SCIENCE, @2003". Cost: \$39.85. ISBN: 0-328-03424-X.
22. CLINs 0006AG, 1006AG, 2006AG, 3006AG, 4006AG and 5006AG are revised to read:
TestWorks, CD-ROM, Grade 4. "Scott Foresman SCIENCE @2003. Cost: \$108.90.
ISBN: 0-673-59425-4.
23. CLINs 0006AH, 1006AH, 2006AH, 3006AH, 4006AH, and 5006AH are revised to read:
Lab Manual, Student, Grade 4. "Scott Foresman SCIENCE @2003". Cost: \$6.55. ISBN: 0-673-59341-X.
24. CLINs 0006AK, 1006AK, 2006AK, 3006AK, 4006AK, and 5006AK are revised to read:
Multimedia Materials, Grade 4. "Scott Foresman SCIENCE, @2003". Practice and Assessment CD-ROM. Cost: \$42.90. ISBN:
0-673-59411-4.
25. CLINs 0006AL, 1006AL, 2006AL, 3006AL, 4006AL, and 5006AL are revised to read:
Multimedia Materials, Grade 4. "Scott Foresman SCIENCE, @2003". Activity Video Package.
Cost: \$109.95. ISBN: 0-673-59404-1.
26. CLINs 0007AA, 1007AA, 2007AA, 3007AA, 4007AA, and 5007AA are revised to read:
Student Textbooks, Grade 5. "Scott Foresman SCIENCE, @2003". Cost: \$43.90. ISBN: 0-328-03425-8.
27. CLINs 0007AD, 1007AD, 2007AD, 3007AD, 4007AD, and 5007AD are revised to read:
Teacher Demonstration Kit, Grade 5. "Scott Foresman SCIENCE, @2003". ISBN: 0-673-59552-8.
Cost: \$346.50. One free per 25 student texts ordered.
28. CLINs 0007AG, 1007AG, 2007AG, 3007AG, 4007AG and 5007AG are revised to read:
TestWorks, CD-ROM, Grade 5. "Scott Foresman SCIENCE @2003. Cost: \$108.90.
ISBN: 0-673-59426-2.
29. CLINs 0007AH, 1007AH, 2007AH, 3007AH, 4007AH, and 5007AH are revised to read:
Lab Manual, Student, Grade 5. "Scott Foresman SCIENCE @2003". Cost: \$6.55. ISBN: 0-673-59342-8.

30. CLINs 0007AK, 1007AK, 2007AK, 3007AK, 4007AK, and 5007AK are revised to read:
Multimedia Materials, Grade 5. "Scott Foresman SCIENCE, @2003". Practice and Assessment CD-ROM. Cost: \$42.90. ISBN:
0-673-59412-2.

31. CLINs 0007AL, 1007AL, 2007AL, 3007AL, 4007AL, and 5007AL are revised to read:
Multimedia Materials, Grade 5. "Scott Foresman SCIENCE, @2003". Activity Video Package.
Cost: \$109.95. ISBN: 0-673-59405-X.