

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES 1 2	
2. AMENDMENT/MODIFICATION NO. P00001		3. EFFECTIVE DATE MAY 24, 2005	4. REQUISITION/PURCHASE REQ. NO. HE1254-2005003-0137 002	5. PROJECT NO. (If applicable)	
6. ISSUED BY DoD Education Activity Attn: Headquarters Procurement Branch 4040 North Fairfax Drive Arlington VA 22203-1613 Isiah Mack INM (703) 588-3624		CODE HE1254	7. ADMINISTERED BY (If other than Item 6) See Block 6		CODE
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) Voyager Expanded Learning 1125 Longpoint Ave Dallas TX 75247-6809 Steve Tavior 504-467-3794			(X)	9A. AMENDMENT OF SOLICITATION NO.	
				9B. DATED (SEE ITEM 11)	
			x	10A. MODIFICATION OF CONTRACT/ORDER NO. HE1254-05-C-0020	
				10B. DATED (SEE ITEM 13) MAY 16, 2005	
CODE 00000026	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 your 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 Schedule

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

CHECK ONE	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. FAR 52.243-1 Changes--Fixed Price
<input checked="" type="checkbox"/>	
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN 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.

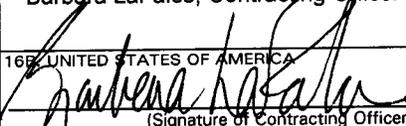
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to increase the quantity of classroom kits on CLINs 0003AA, and 0003AB and add additional funds for shipping costs.

As a result of this modification:

- CLIN 0003AA is increased from 70 to 88 classroom kits, thereby increasing cost by \$24,390.00, from \$ 94,850.00 to \$119,240.00.
- CLIN 0003AB is increased from 40 to 45 classroom kits, thereby increasing cost by \$6,775.00, from \$ 54,200.00 to \$ 60,975.00.
- CLIN 0004 is increased by \$3,116.50 from \$60,297.50 to \$63,414.00.
- Obligation Increase: LOA, 9750100. 6010 P1300 1100 2600 DEAC50037A342DS49451 99DA, \$34,281.50.
- The total contract price is increased by \$34,281.50, from \$663,272.50 to \$697,554.00.

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) Barbara LaFalce, Contracting Officer		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Barbara LaFalce, Contracting Officer	
15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign)		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)
			16C. DATE SIGNED 5/25/05

SCHEDULE Continued

ITEM NO.	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT \$
	Accounting and Appropriation Data: 9750100. 6010 P1300 1100 2600 DEAC50037A342DS49451 99DA Cost Applied: \$34,281.50 BOC: 2600				
0003AA	K-3 Summer School Program Classroom Kits	88.00	EA	1,355.00	119,240.00
0003AB	4-6 Summer School Program Classroom Kits	45.00	EA	1,355.00	60,975.00
0004	Shipping	1.00	EA	63,414.00	63,414.00