

2. AMENDMENT/MODIFICATION NO. P00001  
 3. EFFECTIVE DATE JUN 21, 2005  
 4. REQUISITION/PURCHASE REQ. NO.  
 5. PROJECT NO. (If applicable)

6. ISSUED BY CODE DoD Education Activity  
 Attn: Headquarters Procurement Branch  
 4040 North Fairfax Drive  
 Arlington VA 22203-1613  
 Lynn Gardner LGR (804) 327-0501  
 HE1254  
 7. ADMINISTERED BY (If other than Item 6) CODE  
 See Block 6

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)  
 Harcourt, Inc. DUNS: 001307420  
 6277 Sea Harbor Drive Cage Code: 8X701  
 Orlando FL 32887  
 Joan Lucas 407-345-3655  
 9A. AMENDMENT OF SOLICITATION NO.  
 9B. DATED (SEE ITEM 11)  
 10A. MODIFICATION OF CONTRACT/ORDER NO.  
 HE1254-05-D-0016  
 10B. DATED (SEE ITEM 13)  
 MAR 30, 2005  
 CODE 00000552 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) TO BE CITED ON EACH INDIVIDUAL DELIVERY ORDER

**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.  
 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)  
 FAR 52.243-1, Changes Fixed Priced

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 correct the base award to reflect a total amount of \$0.00 and line item quantities of "0." Item quantities and funding will be incorporated under each individual delivery order to this contract. As result of this modification the base award is corrected as follows:

- Block 25 of the SF 1449 is corrected to read "\$0.00."
- The contract schedule is corrected in its entirety to reflect "0" for all line item quantities.

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  
 15B. CONTRACTOR/OFFEROR  
 15C. DATE SIGNED  
 16B. UNITED STATES OF AMERICA  
 16C. DATE SIGNED 6/22/05  
 (Signature of person authorized to sign) (Signature of Contracting Officer)

**SCHEDULE Continued**

ITEM NO.	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT \$
0001	<p><b>BASE PERIOD</b></p> <p>Student Textbook: The Human Journey: World History, ISBN: H383994</p>	0.00	EA	62.95	0.00
0002	<p>Complete Student Editon CD-ROM, The Human Journey: World History, ISBN: H38124X</p>	0.00	EA	12.79	0.00
0003	<p>Annotated Teacher's Edition, The Human Journey: World History, ISBN: H38401X,</p>	0.00	EA	18.19	0.00
0004	<p>CD-Roms: One-Stop Planner CD-ROM with Test Generator, ISBN: H381398,</p>	0.00	EA	16.06	0.00
0005	<p>Supplementary Instructional Materials, ISBN: H 381231,</p> <p>Teacher Resources consist of the following components:                      Alternative Assessment Handbook                      Answer Key Geography Activities and Guided Reading Strategies,                      Block Scheduling Handbook with Team Teaching Strategies,                      Chapter and Unit Tests with Answer Key,                      Chapter and Unit Test for ELL and Special Needs Students,                      Chapter Tutorials for Students, Parents, Mentors, and Peers,                      Creative Teaching Strategies,                      Daily Quizzes with Answer Key,                      Document Based Questions Act. For World History &amp; Geography,                      Geography Activities,                      Graphic Organizer Activities with Answer Key,                      Guided Reading Strategies,                      Hands On History Activities: Classroom to Community,                      Main Idea Activities for ELL and Special Needs Students,                      Reading Strategies for the Social Studies Classroom,                      Readings in World History,                      Readings in World History Answer Key,                      Social Studies Skills Review with Answer Key                      The Complete School Atlas, Revised Edition,                      The War on Terrorism Teaching Resources,                      Universal Access: TeachingESOLStudents.</p>	0.00	EA	70.46	0.00

**SCHEDULE Continued**

ITEM NO.	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT \$
0005AA	Visual Resources Visual Resources, H955149	0.00	EA	45.30	0.00
0005AB	Geography Activities Transparencies, H735815	0.00	EA	22.19	0.00
0005AC	Geography and Cultures Visual Resources with Teaching Activities, H548713	0.00	EA	20.40	0.00
0005AD	Graphic Organizer Transparencies, H374545	0.00	EA	33.58	0.00
0005AE	ARG World CD-ROM, ISBN: H675146	0.00	EA	6.95	0.00
0005AF	CNBN Presents: Geography Yesterday and Today, ISBN: H171598	0.00	EA	10.97	0.00
0005AG	CNN Presents: World Cultures Yesterday and Today, ISBN: H564786	0.00	EA	10.97	0.00

**SCHEDULE Continued**

ITEM NO.	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT \$
0005AH	CNN Presents: 09/11/01 A Turning Point in History, Part 1, ISBN: H677319	0.00	EA	10.97	0.00
0005AJ	CNN Presents: 09/11/01 A Turning Point in History, Part 2, ISBN: H677297	0.00	EA	10.97	0.00
0005AK	CNN Presents: 09/11/01 A Turning Point in History, Part 3, ISBN: H732816	0.00	EA	10.97	0.00
0005AL	Music of the World Audio CD, ISBN: H654416	0.00	EA	7.22	0.00
0006	On-Line Resources, ISBN: H384044	0.00	EA	14.95	0.00
0007	Shipping and Handling - Rate 8%, (ship by most economical method, total shipping cost not to exceed).	0.00	LT	NTE 17,277.00	NTE 0.00
	OPTION YEAR 1				
1001	Student Textbook: The Human Journey: World History, ISBN: H383994	0.00	EA	62.95	OPT 0.00
1002	Complete Student Editon CD-ROM, The Human Journey: World History, ISBN: H38124X, (MSRP: \$63.95)	0.00	EA	12.79	OPT 0.00

**SCHEDULE Continued**

ITEM NO.	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT \$
1003	Annotated Teacher's Edition, The Human Journey: World History, ISBN: H38401X, (MSRP: \$90.95)	0.00	EA	18.19	OPT 0.00
1004	CD-Roms: One-Stop Planner CD-ROM with Test Generator, ISBN: H381398, (MSRP: \$80.30)	0.00	EA	16.06	OPT 0.00
1005	Supplementary Instructional Materials, ISBN: H 381231, (MSRP \$352.30)  Teacher Resources consist of the following components: Alternative Assessment Handbook Answer Key Geography Activities and Guided Reading Strategies Block Scheduling Handbook with Team Teaching Strategies Chapter and Unit Tests with Answer Key Chapter and Unit Test for ELL and Special Needs Students Chapter Tutorials for Students, Parents, Mentors, and Peers Creative Teaching Strategies Daily Quizzes with Answer Key Document Based Questions Act. For World History & Geography Geography Activities Graphic Organizer Activities with Answer Key Guided Reading Strategies Hands On History Activities: Classroom to Community Main Idea Activities for ELL and Special Needs Students Reading Strategies for the Social Studies Classroom Readings in World History Readings in World History Answer Key Social Studies Skills Review with Answer Key The Complete School Atlas, Revised Edition The War on Terrorism Teaching Resources Universal Access: Teaching ESOL Students  Visual Resources	0.00	EA	70.46	OPT 0.00
1005AA	Visual Resources, H955149	0.00	EA	45.30	OPT 0.00
1005AB	Geography Activities Transparencies, H735815	0.00	EA	22.19	OPT 0.00
1005AC	Geography and Cultures Visual Resources with Teaching Activities, H548713	0.00	EA	20.40	OPT 0.00
1005AD	Graphic Organizer Transparencies, H374545	0.00	EA	33.58	OPT 0.00
1005AE	ARG World CD-ROM, ISBN: H675146	0.00	EA	6.95	OPT 0.00

**SCHEDULE Continued**

ITEM NO.	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT \$
1005AF	CNBN Presents: Geography Yesterday and Today, ISBN: H171598	0.00	EA	10.97	OPT 0.00
1005AG	CNN Presents: World Cultures Yesterday and Today, ISBN: H564786	0.00	EA	10.97	OPT 0.00
1005AH	CNN Presents: 09/11/01 A Turning Point in History, Part 1, ISBN: H677319	0.00	EA	10.97	OPT 0.00
1005AJ	CNN Presents: 09/11/01 A Turning Point in History, Part 2, ISBN: H677297	0.00	EA	10.97	OPT 0.00
1005AK	CNN Presents: 09/11/01 A Turning Point in History, Part 3, ISBN: H732816	0.00	EA	10.97	OPT 0.00
1005AL	Music of the World Audio CD, ISBN: H654416	0.00	EA	7.22	OPT 0.00
1006	On-Line Resources, ISBN: H384044	0.00	EA	14.95	OPT 0.00
1007	Shipping and Handling - Rate 8%, (ship by most economical means, total shipping charges not to exceed).  OPTION YEAR 2	0.00	LT	NTE 2,588.00	NTE/OPT 0.00
2001	Student Textbook: The Human Journey: World History, ISBN: H383994	0.00	EA	62.95	OPT 0.00
2002	Complete Student Editon CD-ROM, The Human Journey: World History, ISBN: H38124X, (MSRP: \$63.95)	0.00	EA	12.79	OPT 0.00
2003	Annotated Teacher's Edition, The Human Journey: World History, ISBN: H38401X, (MSRP: \$90.95)	0.00	EA	18.19	OPT 0.00
2004	CD-Roms: One-Stop Planner CD-ROM with Test Generator, ISBN: H381398, (MSRP: \$80.30)	0.00	EA	16.06	OPT 0.00
					OPT

**SCHEDULE Continued**

ITEM NO.	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT \$
2005	Supplementary Instructional Materials, ISBN: H 381231, (MSRP \$352.30)  Teacher Resources consist of the following components:  Alternative Assessment Handbook Answer Key Geography Activities and Guided Reading Strategies Block Scheduling Handbook with Team Teaching Strategies Chapter and Unit Tests with Answer Key. Chapter and Unit Test for ELL and Special Needs Students Chapter Tutorials for Students, Parents, Mentors, and Peers Creative Teaching Strategies Daily Quizzes with Answer Key Document Based Questions Act. For World History & Geography Geography Activities Graphic Organizer Activities with Answer Key Guided Reading Strategies Hands On History Activities: Classroom to Community Main Idea Activities for ELL and Special Needs Students Reading Strategies for the Social Studies Classroom Readings in World History Readings in World History Answer Key Social Studies Skills Review with Answer Key The Complete School Atlas, Revised Edition The War on Terrorism Teaching Resources Universal Access: Teaching ESOL Students  Visual Resources	0.00	EA	70.46	0.00
2005AA	Visual Resources, H955149	0.00	EA	45.30	OPT 0.00
2005AB	Geography Activities Transparencies, H735815	0.00	EA	22.19	OPT 0.00
2005AC	Geography and Cultures Visual Resources with Teaching Activities, H548713	0.00	EA	20.40	OPT 0.00
2005AD	Graphic Organizer Transparencies, H374545	0.00	EA	33.58	OPT 0.00
2005AE	ARG World CD-ROM, ISBN: H675146	0.00	EA	6.95	OPT 0.00
2005AF	CNBN Presents: Geography Yesterday and Today, ISBN: H171598	0.00	EA	10.97	OPT 0.00
2005AG	CNN Presents: World Cultures Yesterday and Today, ISBN: H564786	0.00	EA	10.97	OPT 0.00

**SCHEDULE Continued**

ITEM NO.	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT \$
2005AH	CNN Presents: 09/11/01 A Turning Point in History, Part 1, ISBN: H677319	0.00	EA	10.97	OPT 0.00
2005AJ	CNN Presents: 09/11/01 A Turning Point in History, Part 2, ISBN: H677297	0.00	EA	10.97	OPT 0.00
2005AK	CNN Presents: 09/11/01 A Turning Point in History, Part 3, ISBN: H732816	0.00	EA	10.97	OPT 0.00
2005AL	Music of the World Audio CD, ISBN: H654416	0.00	EA	7.22	OPT 0.00
2006	On-Line Resources, ISBN: H384044	0.00	EA	14.95	OPT 0.00
2007	Shipping and Handling - Rate 8%, (ship by most economical means, total shipping charges not to exceed).  OPTION YEAR 3	0.00	LT	NTE 2,588.00	NTE/OPT 0.00
3001	Student Textbook: The Human Journey: World History, ISBN: H383994	0.00	EA	62.95	OPT 0.00
3002	Complete Student Editon CD-ROM, The Human Journey: World History, ISBN: H38124X, (MSRP: \$63.95)	0.00	EA	12.79	OPT 0.00
3003	Annotated Teacher's Edition, The Human Journey: World History, ISBN: H38401X, (MSRP: \$90.95)	0.00	EA	18.19	OPT 0.00
3004	CD-Roms: One-Stop Planner CD-ROM with Test Generator, ISBN: H381398, (MSRP: \$80.30)	0.00	EA	16.06	OPT 0.00
3005	Supplementary Instructional Materials, ISBN: H 381231, (MSRP \$352.30)  Teacher Resources consist of the following components: Alternative Assessment Handbook Answer Key Geography Activities and Guided Reading Strategies Block Scheduling Handbook with Team Teaching Strategies Chapter and Unit Tests with Answer Key Chapter and Unit Test for ELL and Special Needs Students	0.00	EA	70.46	OPT 0.00

**SCHEDULE Continued**

ITEM NO.	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT \$
	Chapter Tutorials for Students, Parents, Mentors, and Peers Creative Teaching Strategies Daily Quizzes with Answer Key Document Based Questions Act. For World History & Geography Geography Activities Graphic Organizer Activities with Answer Key Guided Reading Strategies Hands On History Activities: Classroom to Community Main Idea Activities for ELL and Special Needs Students Reading Strategies for the Social Studies Classroom Readings in World History Readings in World History Answer Key Social Studies Skills Review with Answer Key The Complete School Atlas, Revised Edition The War on Terrorism Teaching Resources Universal Access: Teaching ESOL Students				
	Visual Resources				OPT
3005AA	Visual Resources, H955149	0.00	EA	45.30	0.00
					OPT
3005AB	Geography Activities Transparencies, H735815	0.00	EA	22.19	0.00
					OPT
3005AC	Geography and Cultures Visual Resources with Teaching Activities, H548713	0.00	EA	20.40	0.00
					OPT
3005AD	Graphic Organizer Transparencies, H374545	0.00	EA	33.58	0.00
					OPT
3005AE	ARG World CD-ROM, ISBN: H675146	0.00	EA	6.95	0.00
					OPT
3005AF	CNBN Presents: Geography Yesterday and Today, ISBN: H171598	0.00	EA	10.97	0.00
					OPT
3005AG	CNN Presents: World Cultures Yesterday and Today, ISBN: H564786	0.00	EA	10.97	0.00
					OPT
3005AH	CNN Presents: 09/11/01 A Turning Point in History, Part 1, ISBN: H677319	0.00	EA	10.97	0.00
					OPT
3005AJ	CNN Presents: 09/11/01 A Turning Point in History, Part 2, ISBN: H677297	0.00	EA	10.97	0.00
					OPT

**SCHEDULE Continued**

ITEM NO.	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT \$
3005AK	CNN Presents: 09/11/01 A Turning Point in History, Part 3, ISBN: H732816	0.00	EA	10.97	0.00
3005AL	Music of the World Audio CD, ISBN: H654416	0.00	EA	7.22	OPT 0.00
3006	On-Line Resources, ISBN: H384044	0.00	EA	14.95	OPT 0.00
3007	Shipping and Handling - Rate 8%, (ship by most economical means, total shipping charges not to exceed).	0.00	LT	2,588.00	OPT 0.00
	OPTION YEAR 4:				
4001	Student Textbook: The Human Journey: World History, ISBN: H383994	0.00	EA	62.95	OPT 0.00
4002	Complete Student Editon CD-ROM, The Human Journey: World History, ISBN: H38124X, (MSRP: \$63.95)	0.00	EA	12.79	OPT 0.00
4003	Annotated Teacher's Edition, The Human Journey: World History, ISBN: H38401X, (MSRP: \$90.95)	0.00	EA	18.19	OPT 0.00
4004	CD-Roms: One-Stop Planner CD-ROM with Test Generator, ISBN: H381398, (MSRP: \$80.30)	0.00	EA	16.06	OPT 0.00
4005	Supplementary Instructional Materials, ISBN: H 381231, (MSRP \$352.30)	0.00	EA	70.46	OPT 0.00
	Teacher Resources consist of the following components: Alternative Assessment Handbook Answer Key Geography Activities and Guided Reading Strategies Block Scheduling Handbook with Team Teaching Strategies Chapter and Unit Tests with Answer Key Chapter and Unit Test for ELL and Special Needs Students Chapter Tutorials for Students, Parents, Mentors, and Peers Creative Teaching Strategies Daily Quizzes with Answer Key Document Based Questions Act. For World History & Geography Geography Activities Graphic Organizer Activities with Answer Key Guided Reading Strategies Hands On History Activities: Classroom to Community Main Idea Activities for ELL and Special Needs Students Reading Strategies for the Social Studies Classroom				

**SCHEDULE Continued**

ITEM NO.	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT \$
	Readings in World History Readings in World History Answer Key Social Studies Skills Review with Answer Key The Complete School Atlas, Revised Edition The War on Terrorism Teaching Resources Universal Access: Teaching ESOL Students				
	Visual Resources				
4005AA	Visual Resources, H955149	0.00	EA	45.30	OPT 0.00
4005AB	Geography Activities Transparencies, H735815	0.00	EA	22.19	OPT 0.00
4005AC	Geography and Cultures Visual Resources with Teaching Activities, H548713	0.00	EA	20.40	OPT 0.00
4005AD	Graphic Organizer Transparencies, H374545	0.00	EA	33.58	OPT 0.00
4005AE	ARG World CD-ROM, ISBN: H675146	0.00	EA	6.95	OPT 0.00
4005AF	CNBN Presents: Geography Yesterday and Today, ISBN: H171598	0.00	EA	10.97	OPT 0.00
4005AG	CNN Presents: World Cultures Yesterday and Today, ISBN: H564786	0.00	EA	10.97	OPT 0.00
4005AH	CNN Presents: 09/11/01 A Turning Point in History, Part 1, ISBN: H677319	0.00	EA	10.97	OPT 0.00
4005AJ	CNN Presents: 09/11/01 A Turning Point in History, Part 2, ISBN: H677297	0.00	EA	10.97	OPT 0.00
4005AK	CNN Presents: 09/11/01 A Turning Point in History, Part 3, ISBN: H732816	0.00	EA	10.97	OPT 0.00
4005AL	Music of the World Audio CD, ISBN: H654416	0.00	EA	7.22	OPT 0.00
4006	On-Line Resources, ISBN: H384044	0.00	EA	14.95	OPT 0.00

**SCHEDULE Continued**

ITEM NO.	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT \$
4007	Shipping and Handling - Rate 8%, (ship by most economical means, total shipping charges not to exceed).	0.00	LT	2,588.00	OPT 0.00