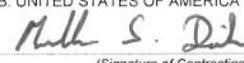


<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE	PAGE OF PAGES
			1   2
2. AMENDMENT/MODIFICATION NO. 0001	3. EFFECTIVE DATE 06/16/2011	4. REQUISITION/PURCHASE REQ. NO. MA-PR5300-20110084	5. PROJECT NO. (If applicable)
6. ISSUED BY U.S. Merchant Marine Academy Division of Procurement USMMA-5206 300 Steamboat Road Kings Point NY 11024-1699	CODE 00095	7. ADMINISTERED BY (If other than Item 6) U.S. Merchant Marine Academy Division of Procurement USMMA-5206 300 Steamboat Road Kings Point NY 11024-1699	CODE 00095
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) CENGAGE LEARNING, INC. (DBA: Concept Media) Attn: Kim Webb, Govt Bus. POC PO Box 6904 Florence KY 41022-6904		(x) 9A. AMENDMENT OF SOLICITATION NO.	
CODE 606784577 FACILITY CODE		9B. DATED (SEE ITEM 11)	
		x 10A. MODIFICATION OF CONTRACT/ORDER NO. DTMA-95-P-2011-0123	
		10B. DATED (SEE ITEM 13) 06/09/2011	
<b>11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS</b>			
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> 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 ACKNOWLEDGEMENT 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 Schedule			
<b>13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.</b>			
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.		
X	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)		
<b>E. IMPORTANT:</b> Contractor <input checked="" type="checkbox"/> is not, <input type="checkbox"/> is required to sign this document and return _____ 0 _____ copies to the issuing office.			
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) Acct#1155-1981			
THE PURPOSE OF THIS MODIFICATION IS TO AMEND THE VENDOR NAME TO INCLUDE THE TRADE STYLE OF CONCEPT MEDIA. THERE ARE NO OTHER CHANGES TO THE PURCHASE ORDER. Payment: MARAD A/P INVOICES P.O. BOX 25710 OKLAHOMA CITY OK 73125 Douglas Pader, Contract Specialist DOT/MARAD U.S. Merchant Marine Academy Continued ...			
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)	
		Maxmillian Diah	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
(Signature of person authorized to sign)		 (Signature of Contracting Officer)	6/16/11

NAME OF OFFEROR OR CONTRACTOR  
 CENGAGE LEARNING, INC. (DBA: Concept Media)

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	Kings Point, New York 11024 telephone: (516)726-5840 e-mail: paderd@usmma.edu fax: (516)773-5251				