

1077-97-2656

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In addition to the time and financial cost for some college students who have to take both developmental math (Mat 091) and intermediate algebra (Mat 105), failure rates in these courses are typically high. To try to improve these issues, we combined these two courses into a three- or four-credit pilot version of a combined course. We covered four modules: vocabulary, arithmetic, equations, and graphing and applications. Students had to watch lectures on Youtube prior to class time and attempt to answer "video log questions." Class time was used for additional practice, discussions, oral exams, and group work. We used the ALEKS software for some in-class work and for testing. Our pilot students showed no significant differences with non-pilot students (from four semesters) using several pre-measures and in percent of non-grades (audits, incompletes, withdrawals). Among the 48 pilot students who completed at least Mat 091, 12 completed both Mat 091 and Mat 105 (all from the four-credit version). Mat-091 grades were significantly higher among pilot than non-pilot students. Additional analyses showed that pilot Mat-091 grades exceeded non-pilot with ALEKS which exceeded non-pilot without ALEKS. (Received September 22, 2011)