I taught a sophomore-level differential equations course online during the springs of 2008, 2009, and 2010. I especially wanted to focus on two things: freeing up student exploration time because of reduced lecture time (lectures were videotaped) and developing student collaboration skills and creativity by having them make their own video productions for group projects. I will discuss how I structured the course to give sufficient time for students to complete the course requirements. I will also discuss my philosophy, pedagogy (especially focused on the use of technology), successes and obstacles, assessment, student performance, and student opinions. (Received September 22, 2011)