Now in its fourth year, ADEPT (the Allied Delmarva Enhancement Program for Teachers) is a tri-state (DE-MD-VA) program of professional development for middle-school mathematics teachers. Launched with funding from the National Science Foundation, and additional support from the Maryland Higher Education Commission, ADEPT is built upon a suite of eight mathematics content courses that are interconnected in structure, pedagogy, and in over-arching themes such as modeling, problem-solving, and connections between different subjects in mathematics. Teaming with the local school systems, ADEPT employs veteran teachers as Teaching Assistants, and links ADEPT course curriculum to the middle school curriculum. At the heart of the ADEPT model are Modified Lesson Plans (MLPs) assignments in which ADEPT participants revise, expand, and enhance the content and pedagogy from existing lesson plans, based on the ADEPT courses and the feedback from ADEPT instructors and fellow teachers. This assignments also fosters collaborative on-going discussions among the teachers. Currently, in-school interviews and data collection are deepening the knowledge base about ADEPT’s impact. Faculty interested in adapting ADEPT and bringing a similar program to their region can attend a summer 2005 workshop. (Received October 05, 2004)