You are all set to start the semester and excited about the courses you are going to teach. One of the courses is for non-math majors and/or a developmental math course. You walk into the classroom and are confronted by grim faces and resistances to even try. So, what do you do? In this session, the presenter will share some of her strategies for working with such students. The presenter has been teaching similar students for over twelve years and has found some strategies for changing the attitude of these students and helping them to learn and to like mathematics. However, be warned that to be successful in working with these students YOU may have to change some of your attitudes and preconceived ideas. (Received September 08, 2005)