In this presentation, a co-planning team shares their experiences and evaluates how coplanning can benefit students as well as how co-planning practices can be enhanced. The team consisted of two high school classroom teachers who spent a school year co-planning a non-Regents chemistry course with specific attention to ELL students in the class. The chemistry teacher had limited experience with ELLs. The ENL teacher had limited experience with science curricula and instruction. No common plan time was provided, so the team met at least once a week after school. Although co-planned, the lessons were not co-taught. Only the chemistry teacher was present during the lesson. The two teachers shared only two students in common (two of the students in the chemistry class were also in the ENL teacher's standalone ENL Emerging class later in the day). The chemistry teacher adopted many ENL scaffolds she had not previously used. For example, short videos with closed captioning are very helpful for ELLs. Carefully selecting and adapting differentiated texts for ELL and struggling native English speaking readers was also a change from using one textbook for all students. Reading texts aloud to the students, then having them read aloud to a small group or partner proved beneficial. Vocabulary practice and, critically important, lots of pictures! The team also added in what they learned at the two MOP professional developments the team attended. The first PD was on discourse, having student to student discussions, then student to teacher discussions. The next PD was on project based learning. The team incorporated all of these strategies in a final project based unit for the class. The team will share examples of some of the work of the students' produced during the last quarter of the school year.