

AMENDMENT NO. 1 TO
MEMORANDUM OF UNDERSTANDING
BETWEEN GOOGLE INC.
AND NASA AMES RESEARCH CENTER

This Amendment No. 1 (the "Amendment") to the Memorandum of Understanding effective 28 September 2005 (the "MOU") is entered into as of 31 January 2006 (the "Effective Date"), by and between Google Inc., having its principal place of business at 1600 Amphitheatre Parkway, Mountain View, California 94043 ("Google"), and the National Aeronautics and Space Administration, Ames Research Center ("NASA"). The capitalized terms in this Amendment are as defined in the MOU, unless expressly defined otherwise in this Amendment.

RECITALS

WHEREAS, Google and NASA desire to amend the terms of the MOU on the terms set forth in this Amendment;

NOW THEREFORE, in consideration of the mutual covenants and promises set forth herein and for other good and valuable consideration, the receipt of which both parties hereby acknowledge, the parties agree to amend the MOU as follows:

AGREEMENT

1. The deadline for Google's submittal of the Plan to NASA as described in Section III(A) of the MOU is hereby extended to 31 May 2006.
2. Any conflict between the terms of the MOU and this Amendment are intended to be resolved in favor of this Amendment.
3. Except as otherwise provided herein, all terms of the MOU remain unchanged and in full force and effect.

IN WITNESS WHEREOF, each party has caused this Amendment to be executed by its duly authorized representative.

GOOGLE INC.

NATIONAL AERONAUTICS AND SPACE
ADMINISTRATION

By: *David Drummond*

By: *Steven F. Zornetzer*

Name: David Drummond

Name: Steven F. Zornetzer

Title: Sr. VP, Corp. Development

Title: Acting Center Director, Ames Research Center

Date: 1 February 2006

Date: _____

