

FIRST AMENDMENT TO  
REIMBURSABLE SPACE ACT AGREEMENT

This First Amendment to Reimbursable Space Act Agreement (the "Amendment") is made as of August 30, 2007 (the "Effective Date") between the NATIONAL AERONAUTICS AND SPACE ADMINISTRATION ("NASA"), Ames Research Center, located at Moffett Field, California, and H211, LLC, a California limited liability company ("Partner"), with reference to the following facts:

A. NASA and Partner entered into that certain Reimbursable Space Act Agreement Regarding Autonomous Earth Observations in Support of Global Change Research (SAA2-402123) bearing an effective date of August 13, 2007 (the "Agreement"). Each capitalized term used in this Amendment, but not defined herein, shall have the meaning ascribed to it in the Agreement. The Agreement allows Partner to use certain MFA facilities for its aircraft and the purposes of the Agreement include support of NASA's Code SG to study Earth atmospheric and terrestrial processes, including in areas of atmospheric chemistry, global climate change, environmental effects of aviation and ozone depletion.

B. The parties have determined that Partner's aircraft are suitable to support other NASA organizations and NASA missions, including in the area of Space Science. The parties desire to enter into this Amendment to expand the breadth of scientific collaborations during the term of the Agreement.

NOW, THEREFORE, the parties agree as follows:

1. Amendment of the Agreement. The parties hereby agree to amend the Agreement as of the Effective Date as follows:

(a) The title of the Agreement is hereby amended by deleting the words "Autonomous Earth Observations in Support of Global Change Research" therefrom and replacing them with the words "NASA's Science and Other Missions."

(b) Section 2.2 of the Agreement is hereby amended by adding the following at the end thereof:

"NASA ARC's Science Directorate includes a Space Science and Astrobiology Division ('Code SS'), which conducts research and mission-related activities that are structured around the study of the origins and evolution of stars, the interstellar medium, planetary systems, and life on Earth and (perhaps) elsewhere, astronomy and other disciplines. Aircraft may provide suitable platforms in support of Code SS's research and mission-related activities."

2. No Other Amendments; Conflicts. Except as set forth in this Amendment, the terms of the Agreement shall remain in full force. If the terms of this Amendment conflict with the terms of the Agreement, then the terms of this Amendment shall prevail.

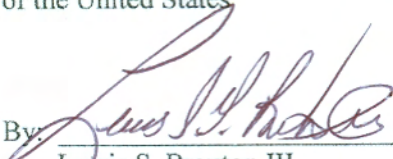
IN WITNESS WHEREOF, the parties have executed this Amendment as of the Effective Date.

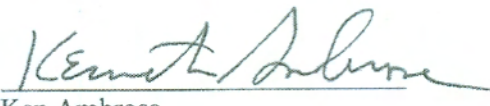
NASA:

PARTNER:

NATIONAL AERONAUTICS AND  
SPACE ADMINISTRATION, an Agency  
of the United States

H211, LLC, a California limited liability  
company

By:   
\_\_\_\_\_  
Lewis S. Braxton III  
Director, Center Operations

By:   
\_\_\_\_\_  
Ken Ambrose  
Vice President