

**SPACE ACT AGREEMENT AMENDMENT ONE
BETWEEN
NATIONAL AERONAUTICS AND SPACE ADMINISTRATION
AND
UNITED LAUNCH ALLIANCE, L.L.C.
FOR
COMMERCIAL CREW DEVELOPMENT (CCDev)**

PURPOSE AND AGENCY COMMITMENT

The purpose of this Amendment is to modify Space Act Agreement NNJ10TA06S to update the Appendix 2: Performance Milestones and Success Criteria and implement such other adjustments to timing and performance as agreed-to by NASA and ULA.

NASA shall provide or identify all related ARRA guidance applicable to this Agreement as provided under ARTICLE 3. RESPONSIBILITIES, paragraph A.(3), no later than the date of NASA's acceptance of Milestone 1 of APPENDIX 2, as modified herein.

In the event NASA identifies additional requirements pursuant to the above paragraph relating to the reporting of executive compensation, ULA shall have the unilateral right to terminate this Agreement upon written notice to NASA and upon such termination ULA shall have no further obligations under this Agreement.

The last sentence of ARTICLE 5. FINANCIAL OBLIGATIONS, paragraph B.(1) is modified to read:

NASA and ULA agree that time is of the essence for the payment of milestones hereunder and each will make best efforts to ensure that milestones are accepted (if appropriate) and invoiced prior to December 31, 2010.

APPENDIX 2 is removed and replaced in its entirety with the following:

APPENDIX 2: Performance Milestones and Success Criteria

CCDev ULA Company Project Milestones

Milestone 1: EDS Demonstration Project Kick-off Meeting Success Criteria: Conduct kickoff to present program expectations, program plan and identify staffing resources

Amount: \$ 2,177,756_ Date: March 2010

Agenda

- Introductions
- Project Overview
 - Human Rating Work to Date
 - EDS Development Context
 - Delta IV Fault Coverage Assessment
 - Proposed Effort
- Project Plan
 - Schedule
 - Demonstration Scope/Baseline
- IRAD Summary
- Staffing Assignments
- Issues/Concerns
- Summary
- Action Item Review

Milestone 2: Requirements Review

Success Criteria: Conduct Requirements Review to establish requirements for the EDS development and demonstration

Agenda

- Introductions
- Project Overview
- Project Status
- Demonstration Requirements
 - Proposed Demonstration Test Cases
 - EDS Algorithms
 - Controller Design Requirements
- System Level Requirements
 - Spacecraft/Launch Vehicle Requirements Allocation
 - Engine Fault Coverage Assessments Refinement
 - Expanded Algorithm Validation Requirements
 - Crew Interface Design Requirements
- Delta IV Fault Coverage Assessment Task Status
- IRAD Summary
- Issues/Concerns
- Summary
- Action Item Review

Amount: \$ 2,177,756_

Date: May 2010

Milestone 3: Design Review

Success Criteria: Conduct Design Review to present the design solution for the EDS development and demonstration

Agenda

- Introductions
- Project Overview
- Project Status
- Demonstration Design
 - Testbed Design
 - Test Case Implementation
 - Software Design
 - EDS Controller Design
 - Initial Test Results
- System Level Design
 - Crew Interface Conceptual Design
 - Expanded Algorithm Validation Test Cases
- Delta IV Fault Coverage Assessment Task Status
- IRAD Summary
- Issues/Concerns
- Summary
- Action Item Review

Amount: \$ 1,600,723_

Date: August 2010

Milestone 4: EDS Demonstration Report and Review

Success Criteria: Submit a report to document results and findings from the EDS demonstration SIL test and debrief results

Agenda

- Introductions
- Project Overview
- Project Status
- Demonstration Testbed
 - Configuration
 - Validation Test Results
- EDS Demonstration
- Real-Time Monitoring Demonstration Summary
- System Level Requirements Conclusions
- Delta IV Fault Coverage Assessment Conclusions
- IRAD Summary

Amount: \$ 742,361_

Date: November 2010

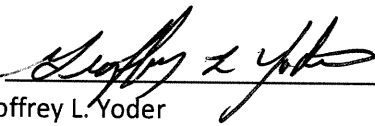
<ul style="list-style-type: none">• Issues/Concerns• Summary• Action Item Review	
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ARTICLE 27 SIGNATURE BLOCK

The terms and conditions of Space Act Agreement NNJ10TA06S, as modified by this amendment are hereby incorporated herein

NATIONAL AERONAUTICS AND
SPACE ADMINISTRATION

UNITED LAUNCH ALLIANCE, L.L.C.

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DATE: 18 MARCH 2010

DATE: 08 MARCH 2010