

**MEMORANDUM OF UNDERSTANDING
BETWEEN
ASTROTECH CORPORATION
AND
SPACETEC PARTNERS, INC.**

Purpose

The purpose of this Memorandum of Understanding (MOU) between Astrotech Space Operations, Inc. (ASO) and SpaceTEC Partners, Inc. (SPI) is to establish a continuing relationship through which to carry out joint activities for fostering national interest and participation in technical education and to provide mutual support for professional development activities and national credentialing of the technical workforce. Both organizations have an interest in technical education as the primary means of enhancing and increasing America's workforce for applied technology, space transportation, and aerospace careers. Nothing in this MOU commits either party to financial obligations.

Background

ASO is a commercial aerospace company that provides spacecraft payload processing, engineering services and space flight operations.

Astrotech Space Operations (ASO) has been a global satellite processing leader for more than twenty five years. With over 275 successful spacecraft missions to date, ASO continues to provide adaptable and flexible services to its customers, utilizing state-of-the-art processing facilities and unsurpassed engineering and technical expertise. ASO provides world-wide support necessary for its government and commercial customers to process complex communication, earth observation and deep space satellites successfully in preparation for their launch on a variety of domestic and foreign launch vehicles. Processing activities include satellite ground transportation; pre-launch hardware integration and testing; satellite encapsulation, fueling, launch pad delivery; and communication linked launch control. Additionally, ASO provides end-to-end mission services including mission planning services, spacecraft design and development support, launch operations support, on-orbit operations and data management and support. For more information see: www.astrotech.com.

SPI is a not-for-profit Florida corporation founded in 1994 and restructured in 2009 as SpaceTEC Partners, Inc.¹ SpaceTEC® -- the National Aerospace Technical Education Center -- was established in 2002 as an NSF National Center of Excellence funded in part by a three-year NSF Advanced Technological Education Program grant, renewed in 2005 for an additional four years, and awarded a four-year follow-on grant in 2009 as an NSF National Resource Center. The mission of SpaceTEC® is to create and implement an industry-driven, government-endorsed, technical education process for aerospace technicians to be shared with other educational venues. For more information see: www.spacetec.org.

¹CCITT was formed in 1994 as a national consortium of community colleges "committed to incorporating innovative technological dimensions into existing and future educational programs and services". It was converted in 2009 to SpaceTEC Partners, Inc. under provisions of the State of Florida Department of State to consolidate its operations, including SpaceTEC, its wholly-owned subsidiary.

Scope

ASO and the SpaceTEC Consortium share a common interest in promoting educational curricula and programs that support future technological developments and aerospace careers. The intention of this MOU is to develop, to the extent permissible under current laws and regulations, a long-standing cooperative agreement between ASO and SPI to initiate and operate mutually beneficial programs that support and sustain the SpaceTEC® National Resource Center for Aerospace, promoting relationships with industry, government, and educational institutions that result in specific initiatives for reaching out to American students to develop a skilled workforce for the future and to foster a national skills credentialing system.

Terms of Agreement

ASO and SPI agree to jointly support an education program to promote student learning and curriculum development in the academic fields that will lead to national credentialing and careers in commercial space transportation, aerospace, and space-related technologies with spin-off to related technical fields. Each organization shall be responsible for internal coordination of the activities of this agreement. Specific activities will include:

- Work with and interact with institutions that provide aerospace and applied technology training;
- Develop plans to support technical education activities, (i.e., workshops, seminars, public education outreach, testing and credentialing);
- Operate a clearinghouse for cross-utilization of Aerospace Knowledge Bases;
- Joint development of industry needs assessments;
- Promote professional development for both faculty and technical workers;
- Implement web site link exchanges and related joint promotional activities; and
- Share resources, facilities, and programs of mutual benefit when appropriate

Responsibilities

➤ In fulfilling its role in this agreement, **ASO will provide:**

1. Participation on the National Aerospace Technology Advisory Committee or the SPI Board
2. Services of subject matter experts for curriculum and certification development
3. Support to selected SpaceTEC meetings and conferences when appropriate
4. Access to specific ASTROTECH activities and partnering organizations in support of related technical programs

➤ In fulfilling its role in this agreement, **SPI will provide:**

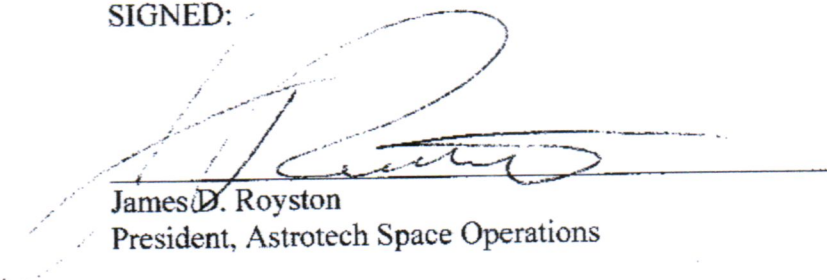
1. Access to SpaceTEC programs and facilities of interest to ASO at Cape Canaveral Air Force Station and the Kennedy Space Center
2. Access to SpaceTEC consortium partners for ASO programs and other venues related to joint programs and areas of mutual interest
3. Invitation to join in applications for grants promoting and supporting the purposes of this Agreement when such activities are of mutual benefit

- **Both organizations agree** to coordinate for prior approval all public release of information on joint programs and any display or use of identifying titles or logos, and neither will intentionally do anything that could reflect poorly on the other.

Implementation

ASO and SPI agree to use this MOU as the basis for any required written implementation procedures to carry out their mutual activities under this MOU. This agreement shall be effective upon signature by both parties and shall remain in effect for an initial period of two years, renewable by mutual written consent of both parties.

SIGNED:



James D. Royston
President, Astrotech Space Operations

Date: 4/10/10



Albert Koller
Executive Director, SpaceTEC Partners, Inc.

Date: 4/10/10