

2. AMENDMENT/MODIFICATION NO. 89	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO. See page 2	5. PROJECT NO. (If applicable)
6. ISSUED BY CODE PS52/MMC		7. ADMINISTERED BY (If other than Item 6) CODE PS52/MMC	
Procurement Office George C. Marshall Space Flight Center National Aeronautics and Space Administration Marshall Space Flight Center, AL 35812		Glen Alexander Ph.: 256-544-3797 Fax: 256-544-2934 Email: Glen.A.Alexander@nasa.gov AUTOMATED INVOICE PAYMENT INFORMATION: (256) 544-5566	

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and Zip Code)	(x)	9A. AMENDMENT OF SOLICITATION NO.
Bastion Technologies, Inc. 17625 El Camino Real, Suite 330 Houston, TX 77058		9B. DATED (SEE ITEM 11)
	X	10A. MODIFICATION OF CONTRACT/ORDER NO. NNM07AA74C
		10B. DATED (SEE ITEM 13) 01/12/07
CODE SAP ID# 100289 FACILITY CODE CAGE 1PM71		

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers is extended, is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods:

- (a) By completing Items 8 and 15, and returning 1 copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)
See page 2

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

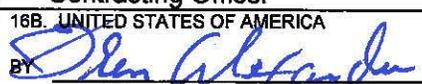
(x)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
X	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b). LIMITATION OF FUNDS
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
	D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)
Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

MAXIMUM QUANTITY
(ref. Clause B-1, Table B-1)

	Total Potential Estimated Cost	Total Potential Award Fee	Total Potential Contract Value	Funding Allotted
Previous	(b)(4)		\$250,112,030	\$ 99,778,955.70
This Mod			0	\$ 3,444,200.00
New Total			\$250,112,030	\$103,223,155.70

15A. NAME AND TITLE OF SIGNER (Type or print)	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)
	Glen Alexander Contracting Officer
15B. CONTRACTOR/OFFEROR	16B. UNITED STATES OF AMERICA
(Signature of person authorized to sign)	BY  (Signature of Contracting Officer)
15C. DATE SIGNED	16C. DATE SIGNED 2/22/12

A. This modification provides additional funding from Marshall pr 4200426795 and 4200427483 which provides \$3,420,200.00 in funding. This mod also incorporates pr 4200426668 from Stennis with funding of \$24,000.00 It is estimated that this will cover contract operations until 6/29/2012.

Marshall – 4200426795:

62QD30/6100.2511/62/FC000000/585777.03.01.01/000/2510/62/EXPX22012D/719V/1/2	\$2,101,000
62QD01/6100.2511/62/FC000000/432938.10.02.08/000/2510/62/CASX12012D/361N/2/3	\$ 550,000
62QD01/6100.2511/62/FC000000/736466.05.01.08/000/2510/62/CASX12012D/361N/3/4	\$ 500,000
62QD20/6100.2511/62/FC000000/724297.20.29.08/000/2510/62/CASX12012D/512F/4/5	\$ 258,000

Stennis – 4200426668:

64RA10/6100.2511/64/FC000000/956635.09.06.01.05/000/2510/64-956635/EXCX02006D/538A/1/2	\$ 24,000
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Marshall – 44220427483

62QD32/6100.2511/62/FC000000/585777.08.20.01.01/000/2510/62/EXPX22012D/719V/1/2	<u>\$ 11,200</u>
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Total	<u>\$3,444,200</u>
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The modifications made above are reflected in total on the change pages enclosed herein. In order to reflect the changes made, the pages listed below are hereby deleted from, or added to, Contract NNM07AA74C. A vertical change bar is included in the right margin to indicate the specific area(s) of change.

Page(s) Deleted
B-7(Mod 88)

Page(s) Added
B-7(Mod 89)

CONTRACT NNM07AA74C

B.5 Reserved

B.6 CONTRACT FUNDING (1852.232-81) (JUN 1990)

- a. For purposes of payment of cost, exclusive of fee, in accordance with the Limitation of Funds clause, the total amount allotted by the Government to this contract is (b)(4) This allotment is for Safety and Mission Assurance (S&MA) Services and covers the following estimated period of performance: February 1, 2007 through June 29, 2012.
- b. An additional amount of (b)(4) is obligated under this contract for payment of fees.
- c. Recapitulation of funding is as follows:

	<u>Previous</u>	<u>This Action</u>	<u>Total</u>
Estimated Cost:	(b)(4)		
Provisional Award Fee:	(b)(4)		
Award Term Fee:	(b)(4)		
Award Fee Earned:	(b)(4)		
Total Sum Allotted:	\$ 99,778,955.70	\$3,444,200.00	\$103,223,155.70

B.7 PREMIUM FOR SCHEDULED OVERTIME (MSFC 52.222-90) (FEB 2001)

Pursuant to the clause entitled "Payment for Overtime Premiums," the amount of overtime premium authorized shall not exceed the amount specified below for the indicated period.

B-7 (Modification 89)