

FOR ORDERS UNDER U.S. GOVERNMENT CONTRACTS

1. INCORPORATION OF FAR AND DFARS CLAUSES APPLICABLE TO COMMERCIAL ITEMS

A. To the extent the Order is for Products or Services that will be used, incorporated, delivered, or provided in the performance of a United States Government Prime Contract or Subcontract at any tier, and Buyer has made a determination that such Products or Services are a "commercial item" (as defined in FAR 2.101), the following clauses of the FAR and the Defense Supplemental Federal Acquisition Regulations ("DFARS") shall apply and are incorporated herein by reference as if set forth in full text:

1. 52.203-6, Restrictions on Subcontractor Sales to the Government (September 2006), Alternate I (October 1995)
2. 52.203-13, Contractor Code of Business Ethics and Conduct (April 2010)
3. 52.203-15, Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009 (March 2009)
4. 52.211-15, Defense Priority and Allocation Requirements (April 2008)
5. 52.219-8, Utilization of Small Business Concerns (May 2004)
6. 52.222-26, Equal Opportunity (March 2007)
7. 52.222-35, Equal Opportunity for Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans (September 2006)
8. 52.222-36, Affirmative Action for Workers with Disabilities (June 1998)
9. 52.222-41, Service Contract Act of 1965 (November 2007)
10. 52.222-50, Combating Trafficking in Persons (February 2009)
11. 52.222-54, Employment Eligibility Verification (January 2009)
12. 52.244-6, Subcontracts for Commercial Items (April 2010)
13. 52.247-64, Preference for Privately Owned U.S.-Flag Commercial Vessels (February 2006)
14. 52.249-4 Termination for Convenience of the Government (Services) (Short Form) (April 1984)
15. 252.225-7009, Restriction on Acquisition of Certain Articles Containing Specialty Metals (July 2009)
16. 252.225-7012, Preference for Certain Domestic Commodities (December 2008)
17. 252.225-7015, Restriction on Acquisition of Hand or Measuring Tools (June 2005)
18. 252.227-7015, Technical Data ? Commercial Items (November 1995)

19. 252.247-7023, Transportation of Supplies by Sea (May 2002)

20. 252.247-7024, Notification of Transportation of Supplies by Sea (March 2000).

B. If any of the FAR or DFARS clauses identified in paragraph A above are expressly made inapplicable by a threshold amount or other limitation, they shall be self-deleting.

C. Where necessary to derive proper meaning in a subcontract situation from these clauses, ?Contractor? means ?Seller,? ?Contracting Officer? means ?Buyer,? ?Contract? means the Order and ?Government? means ?Buyer or the Government.? However, the words ?Government? and ?Contracting Officer? do not change: (1) when a right, act, authorization or obligation can be granted or performed only by the Government or the Prime Contract Contracting Officer or duly authorized representative, (2) when title to property is held by or to be transferred directly to the Government, and (3) in DFARS 252.227-7015.

D. Whenever the FAR and DFARS clauses identified in paragraph A above include a requirement for the resolution of disputes between the parties in accordance with the ?Disputes? clause, the dispute shall be disposed of in accordance with the clause entitled ?Disputes and Governing Law? in the Order. Except for references made to the Government?s Disputes clause, any conflict or inconsistency between the provisions listed in the FAR/DFARS clauses identified in paragraph A above and the clauses set forth elsewhere in these terms and conditions shall be resolved in favor of the former.