

## Computrol, Inc.

### General Terms and Conditions for Supply and Service Subcontracts

Supplement 2 – U.S. Government Contract Provisions from the Department of Defense Federal Acquisition Regulation Supplement (DFARS)

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1. When the materials or products furnished are for use in connection with a U. S. Government Department of Defense (DoD) contract or subcontract, in addition to the COMPUTROL, INC. General Terms and Conditions for Supply and Services Subcontracts and Supplement 1 - the U.S. Government Contract Provisions from the FAR, the following Supplement 2 - the U.S. Government Contract Provisions from the Department of Defense Acquisition Regulation Supplement (DFARS) shall apply, as required by the terms of the prime contract, or by operation of law or regulation. Clauses not applicable for these reasons shall not be removed from this document and will be considered by all parties to be without force and effect. In the event of a conflict between these DFARS provisions and the COMPUTROL, INC. General Terms and Conditions for Supply and Services Subcontracts the DFARS provisions shall control.
2. The following clauses set forth in the DFARS in effect as of the date of the prime contract are incorporated herein by reference with the same force and effect as if they were given in full text. The Contracts Disputes Act shall have no application to this Contract, and nothing in this Contract grants SELLER a direct claim or cause of action against the U.S. Government. Any reference to a "Disputes" clause shall mean the "Disputes" clause of this Contract. SELLER shall include in each lower-tier subcontract the appropriate flow down clauses as required by the FAR and FAR Supplement clauses included in this Contract.
3. U.S. GOVERNMENT SUBCONTRACT
  - (a) This Contract is entered into by the parties in support of a U.S. Government contract.
  - (b) As used in the FAR clauses referenced below and otherwise in this Contract:
    - (i) "Contract", " shall mean the Purchase Order, Subcontract, or Contract".
    - (ii) "Commercial Item" means a commercial item as defined in FAR 2.101.
    - (iii) "Contracting Officer" shall mean the U.S. Government Contracting Officer for COMPUTROL, INC.'s government prime contract under which this Contract is entered.
    - (iv) "SELLER" and "Offeror" means the SELLER, which is the party identified on the face of the Contract with whom COMPUTROL, INC. is contracting, acting as the immediate subcontractor to COMPUTROL, INC..
    - (v) "Prime Contract" means the contract between COMPUTROL, INC. and the U.S. Government or between COMPUTROL, INC. and its higher-tier contractor who has a contract with the U.S. Government.
    - (vi) "Subcontract" means any contract placed by SELLER or lower-tier subcontractors under this Contract.

**THE SELLER, BY SIGNING ITS OFFER, HEREBY CERTIFIES COMPLIANCE WITH THE FOLLOWING CLAUSES AND IS, THEREFORE, ELIGIBLE FOR AWARD. THE SELLER'S REPRESENTATIONS AND CERTIFICATIONS ARE INCORPORATED BY REFERENCE INTO THIS SUBCONTRACT.**

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<b>TITLE OF CLAUSE</b>	<b>CLAUSE</b>
PROHIBITION ON PERSONS CONVICTED OF FRAUD OR OTHER DEFENSE – CONTRACT-RELATED FELONIES (DEC 2008) (Applies if this Contract exceeds the Simplified Acquisition threshold.)	252.203-7001
REQUIREMENT TO INFORM EMPLOYEES OF WHISTLEBLOWER RIGHTS (SEP 2013) (Applies in all Contracts at all tiers.)	252.203-7002
AGENCY OFFICE OF THE INSPECTOR GENERAL (DEC 2012) (Applies when FAR 52.203-13 applies to this Contract.)	252.203-7003
DISPLAY OF FRAUD HOTLINE POSTER(S) (OCT 2015) (Applies in lieu of FAR 52.203-14.)	252.203-7004
LIMITATIONS ON THE USE AND DISCLOSURE OF THIRD PARTY CONTRACTOR REPORTED CYBER INCIDENT INFORMATION (OCT 2016)(Applies if this Contract involves services that include support for the Government's activities related to safeguarding Covered Defense Information (CDI) and cyber incident reporting)	252.204-7009
SAFEGUARDING COVERED DEFENSE INFORMATION AND CYBER INCIDENT REPORTING (OCT 2016) (Applies if this Contract is for operationally critical support or for which performance will involve a covered contractor information system that processes, stores, or transmits covered defense information CDI as those terms are defined in the clause.	252.204-7012
DISCLOSURE OF INFORMATION TO LITIGATION SUPPORT CONTRACTORS (MAY 2016) (Applies to all Contracts including those using FAR Part 12 procedures for the acquisition of commercial items.)	252.204-7015
ACQUISITION STREAMLINING (OCT 2010) (Applies if this Contract exceeds \$1.5M.)	252.211-7000
ITEM UNIQUE IDENTIFICATION AND VALUATION (MAR 2016) (Applies to Contracts using FAR part 12 procedures for the acquisition of commercial items, for supplies, and for services involving the furnishing of supplies, unless the conditions in 211.274-2(b) apply.)	252.211-7003
PRICING ADJUSTMENTS (DEC 2012) (Applies if FAR 52.215-12 or 52.215-13 applies to this Contract.)	252.215-7000
SMALL BUSINESS SUBCONTRACTING PLAN (DoD CONTRACTS) (OCT 2014) (Applies if FAR 52.219-9 applies to this Contract. NOTE – DEVIATION 2018-O00007 (Dec 2017) applies in lieu of this basic provision 252.219-7003.)	252.219-7003
RESTRICTION ON THE USE OF MANDATORY ARBITRATION AGREEMENTS (DEC 2010) (The certification in paragraph (b)(2) applies to both SELLER in its own capacity and to SELLER's covered subcontractors.)	252.222-7006
HAZARD WARNING LABELS (DEC 1991) (Applies if this Contract requires the delivery of hazardous materials.)	252.223-7001
SAFETY PRECAUTIONS FOR AMMUNITION AND EXPLOSIVES (MAY 1994) (Applies only if the articles furnished under this Contract contain ammunition or explosives, including liquid and solid propellants.)	252.223-7002
CHANGE IN PLACE OF PERFORMANCE - AMMUNITION AND EXPLOSIVES (DEC 1991) (Applies if DFARS 252.223-7002 applies to this Contract.)	252.223-7003
SAFEGUARDING SENSITIVE CONVENTIONAL ARMS, AMMUNITION, AND EXPLOSIVES (SEP 1999) (Applies if this Contract is for the development, production, manufacture, or purchase of arms, ammunition, and explosives	252.223-7007

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or when arms, ammunition, and explosives will be provided to SELLER as Government Furnished Property.)	
PROHIBITION OF HEXAVALENT CHROMIUM (JUN 2013) (Applicable to subcontracts for supplies, maintenance and repair services, or construction materials.	252.223-7008
7001 BUY AMERICAN AND BALANCE OF PAYMENTS PROGRAM (NOV 2014) (Applies if the Goods contain other than domestic components. Applies in lieu of FAR 52.225-1.)	252.225-7001
PROHIBITION ON ACQUISITION OF UNITED STATES MUNITIONS LIST ITEMS FROM COMMUNIST CHINESE MILITARY COMPANIES (SEP 2006) (Applies if SELLER is supplying items on the U.S. Munitions list.)	252.225-7007
RESTRICTION ON ACQUISITION OF CERTAIN ARTICLES CONTAINING SPECIALTY METALS (OCT 2014) (Applies if the Goods to be furnished contains specialty metals. Paragraph (d) is deleted.)	252.225-7009
PREFERENCE FOR CERTAIN DOMESTIC COMMODITIES (DEC 2017) (Applies to all Contracts including those using FAR Part 12 procedures for the acquisition of commercial items.)	252.225-7012
DUTY-FREE ENTRY (NOV 2014) (Applies in lieu of FAR 52-225-8. The prime contract number and identity of the Contracting Officer are contained elsewhere in this contract. If this information is not available, contact the COMPUTROL, INC.	252.225-7013
RESTRICTION ON ACQUISITION OF BALL AND ROLLER BEARINGS (JUN 2011) (Applies if the Goods supplied under this Contract contains ball or roller bearings.)	252.225-7016
TRADE AGREEMENTS (OCT 2015) (Applies if the Goods contain other than U.S. made, qualifying country, or designated country end-products. Applies in lieu of FAR 52.225-5.)	252.225-7021
WAIVER OF UNITED KINGDOM LEVIES (APR 2003) (Applies if this Contract is with a United Kingdom firm.)	252.225-7033
ANTI-TERRORISM/FORCE PROTECTION POLICY FOR DEFENSE CONTRACTORS OUTSIDE THE UNITED STATES (JUN 2015) (Applies where SELLER will be performing or traveling outside the U.S. under this Contract. For paragraph (c), see applicable information cited in DFARS 225.7401.)	252.225-7043
EXPORT-CONTROLLED ITEMS (JUN 2013) (Applies to subcontractors at all tiers to comply with all applicable laws and regulations regarding export controlled items, including, but not limited to the requirement for contractors to register with the Department of State IAW the ITAR.)	252.225-7048
UTILIZATION OF INDIAN ORGANIZATIONS, INDIAN-OWNED ECONOMIC ENTERPRISES AND NATIVE HAWAIIAN SMALL BUSINESS CONCERNS (SEP 2004) (Applies if this Contract exceeds \$500,000.)	252.226-7001
RIGHTS IN TECHNICAL DATA -- NONCOMMERCIAL ITEMS (FEB 2014) (Applies in lieu of FAR 52.227-14.)	252.227-7013
RIGHTS IN NONCOMMERCIAL COMPUTER SOFTWARE AND NONCOMMERCIAL COMPUTER SOFTWARE DOCUMENTATION (FEB 2014) (Applies in lieu of FAR 52.227-14.)	252.227-7014
RIGHTS IN BID OR PROPOSAL INFORMATION (JAN 2011) (Applies ONLY if 252.227-7013 or 252.227-7014 are invoked.)	252.227-7016

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IDENTIFICATION AND ASSERTION OF USE, RELEASE, OR DISCLOSURE RESTRICTIONS (JAN 2011) (Applies ONLY if 252.227-7013 or 252.227-7014 are invoked.)	252.227-7017
VALIDATION OF ASSERTED RESTRICTIONS - COMPUTER SOFTWARE (SEP 2016) (Applies ONLY when non-commercial computer software is being acquired.)	252.227-7019
LIMITATIONS ON THE USE OR DISCLOSURE OF GOVERNMENT-FURNISHED INFORMATION MARKED WITH RESTRICTIVE LEGENDS (MAY 2013) (Applies (ONLY if the subcontractor will use GFI in performance of subcontract.)	252.227-7025
DEFERRED DELIVERY OF TECHNICAL DATA OR COMPUTER SOFTWARE (APR 1988) (Applies ONLY if included in prime contract and subcontractor will deliver technical data.)	252.227-7026
DEFERRED ORDERING OF TECHNICAL DATA OR COMPUTER SOFTWARE (APR 1988) (Applies ONLY if included in prime contract and subcontractor will deliver technical data.)	252.227-7027
TECHNICAL DATA OR COMPUTER SOFTWARE PREVIOUSLY DELIVERED TO THE GOVERNMENT (JUN 1995) (Applies ONLY if included in prime contract and subcontractor will deliver technical data.)	252.227-7028
TECHNICAL DATA - WITHHOLDING OF PAYMENT (MAR 2000) (Applies ONLY if included in prime contract and subcontractor will deliver technical data. Allows withholding of payments up 10% for delinquent or deficient technical data.)	252.227-7030
VALIDATION OF RESTRICTIVE MARKINGS ON TECHNICAL DATA (SEP 2016) (Applies ONLY if included in prime contract and technical data will be delivered by the subcontractor.)	252.227-7037
PATENT RIGHTS - OWNERSHIP BY THE CONTRACTOR (LARGE BUSINESS) (JUN 2012) (Applies if (1) SELLER is not small business or nonprofit organization subject to FAR 52.227-11, and (2) the Contract is for experimental, developmental, or research work.)	252.227-7038
GROUND AND FLIGHT RISK (JUN 2010) (Applies ONLY for subcontracts involving the purchase, development, production, maintenance, repair, flight, or overhaul of aircraft, with exceptions for contracts for activities incidental to the normal operations of aircraft, FAR Part 12 contracts, and contracts where a non-DoD customer, including FMS, has declined to accept the risk of loss for its aircraft asset. Also, includes commercial derivative aircraft that are to be maintained to FAA airworthiness when the work will be performed at a licensed FAA repair station.)	252.228-7001
ACCIDENT REPORTING AND INVESTIGATION INVOLVING AIRCRAFT, MISSILES, AND SPACE LAUNCH VEHICLES (DEC 1991) (Applies ONLY for subcontracts which involve the manufacture, modification, overhauls, or repair of these items.)	252.228-7005
SUPPLEMENTAL COST PRINCIPLES (DEC 1991) (Applies ONLY to contracts, which are subject to the principles and procedures described in FAR Subparts 31.1, 31.2, 31.6, and 31.7.)	252.231-7000
FREQUENCY AUTHORIZATION - BASIC (MAY 2014) (Applies if this Contract requires developing, producing, constructing, testing, or operating a device requiring a frequency authorization.)	252.235-7003

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CONTINUATION OF ESSENTIAL CONTRACTOR SERVICES (OCT 2010) (Applies ONLY to subcontracts that require subcontractor services for mission essential services. Requires that such services be identified by the Government in the Prime Contract and then flowed down to the Subcontractor.)	252.237-7023
NOTICE OF CONTINUATION OF ESSENTIAL CONTRACTOR SERVICES (OCT 2010) (This is the clause used in solicitations when 252.237-7023 will be used in the Prime Contract.)	252.237-7024
CLOUD COMPUTING SERVICES (AUG 2015) (Applies ONLY in all subcontracts that involve or may involve cloud services, including subcontracts for commercial items.)	252.239-7010
SUPPLY CHAIN RISK (NOV 2013) (Applies ONLY when the subcontractor is developing or delivering information technology, whether providing as a service or supply.)	252.239-7018
PRICING OF CONTRACT MODIFICATIONS (DEC 1991) (Applies if this is a fixed price contract).	252.243-7001
SUBCONTRACTS FOR COMMERCIAL ITEMS (JUN 2013) (Applies ONLY subcontract acquisitions for commercial items. See the clauses listed in FAR 52.244-6.)	252.244-7000
TAGGING, LABELING, AND MARKING GOVERNMENT FURNISHED PROPERTY (APR 2012) (Applies ONLY to subcontractor that will use or fabricate Government Property.)	252.245-7001
REPORTING LOSS OF GOVERNMENT PROPERTY (APR 2012) (Applies ONLY to subcontractor that will use or fabricate Government Property.)	252.245-7002
CONTRACTOR PROPERTY MANAGEMENT SYSTEM (APR 2012) (ONLY when 52.245-7001 applies.)	252.245-7003
NOTIFICATION OF POTENTIAL SAFETY ISSUES (JUN 2013) (Applies if this Contract is for (i) parts identified as critical safety items; (ii) systems and subsystems, assemblies, and subassemblies integral to a system; or (iii) repair, maintenance, logistics support, or overhaul services for systems and subsystems, assemblies, subassemblies, and parts integral to a system. SELLER shall provide notifications to COMPUTROL, INC. and the contracting officer identified to SELLER.)	252.246-7003
CONTRACTOR COUNTERFEIT ELECTRONIC PART DETECTION AND AVOIDANCE SYSTEM (MAY 2014) (This clause shall be used in all subcontracts when procuring (1) electronic parts; (2) End items, components, parts, or assemblies containing electronic parts or (3) Services where the contractor will supply electronic parts or components, parts or assemblies containing electronic parts as part of the service.)	252.246-7007
SOURCE OF ELECTRONIC PARTS (OCT 2016) (Applies if this contract is for electronic or assemblies containing electronic parts, unless Seller is the original manufacturer.)	252.246-7008
TRANSPORTATION OF SUPPLIES BY SEA - BASIC (APR 2014) (Applies in lieu of FAR 52.247-64 in all Contracts for ocean transportation of supplies. In the first sentence of paragraph (g), insert a period after "Contractor" and delete the balance of the sentence. Paragraph (f) and (g) shall not apply if this Contract is at or below the Simplified Acquisition threshold.)	252.247-7023

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NOTIFICATION OF TRANSPORTATION OF SUPPLIES BY SEA (MAR 2000) (Applies to Contracts at or above the Simplified Acquisition threshold and ONLY to first tier subcontractors for construction, non-commercial items and commercial items that are drop shipped directly to the Government or that are in direct support of specific military operations.)	252.247-7024
NOTIFICATION OF ANTICIPATED CONTRACT TERMINATION OR REDUCTION (OCT 2015) (Applies if this Contract is in support of a major defense program.)	252.249-7002
<b><i>CERTIFICATIONS REQUIRED TO BE ELIGIBLE FOR AWARD.</i></b>	
<i>REPRESENTATION REGARDING COMBATING TRAFFICKING IN PERSONS</i>	252.222-7007
<i>REPRESENTATION OF USE OF CLOUD COMPUTING</i>	252.237-7009