

Contract flowdown W911QY-11-C-0117

Clause 1 -FEDERAL ACQUISITION REGULATION

- (A) Seller agrees to negotiate with Buyer to incorporate additional provisions herein or to change provisions as Buyer reasonably deems necessary to comply with the applicable Prime Contract or with amendments or modifications to the applicable Prime Contract.
- (B) If so identified, this Order is a "rated order" certified for national defense use, and Seller shall follow all the requirements of the Defense Priorities and Allocation System Regulation (15 C.F.R. Part 700).
- (C) In the event that the articles are determined by Buyer or the U.S. Government not to be a Commercial Item as defined in FAR 2.101, Seller agrees that Ceradyne Standard Terms and Conditions Attachment II and the corresponding FAR and DFARS flowdowns shall apply to this Order, in lieu of these terms and conditions, effective as of the date of this Order.
- (D) The following clauses are incorporated by reference and made a part hereof. The dates of these clauses are the dates in effect in the U.S. Government Prime Contract issued to Buyer.
- (E) When the value of this Order exceeds \$10,000.00 the provisions of 29 CFR Part 471, Appendix A to Subpart B are by this reference incorporated in and made part of this Order

FAR TITLE

52.203-6 Alt I	RESTRICTIONS ON SUBCONTRACTOR SALES TO THE GOVERNMENT (Sep 2006) -- Alternate I (OCT 1995)
52.204-2	SECURITY REQUIREMENTS (Applicable if work requires access to classified information. Delete paragraph c of the clause.)
52.209-6	PROTECTING THE GOVERNMENT'S INTEREST WHEN SUBCONTRACTING WITH CONTRACTORS DEBARRED, SUSPENDED, OR PROPOSED FOR DEBARMENT (DEC 2010)
52.209-9	UPDATES OF PUBLICLY AVAILABLE INFORMATION REGARDING RESPONSIBILITY MATTERS (JAN 2011)
52.211-5	MATERIAL REQUIREMENTS (AUG 2000)
52.219-8	UTILIZATION OF SMALL BUSINESS CONCERNS (JAN 2011)
52.222-3	CONVICT LABOR (JUN 2003)
52.222-21	PROHIBITION OF SEGREGATED FACILITIES (FEB 1999)
52.222-26	EQUAL OPPORTUNITY (MAR 2007)
52.222-35	EQUAL OPPORTUNITY FOR VETERANS (SEP 2010)
52.222-36	AFFIRMATIVE ACTION FOR WORKERS WITH DISABILITIES (OCT 2010)
52.222-37	EMPLOYMENT REPORTS ON VETERANS (SEP 2010)
52.222-41	SERVICES ORDER ACT OF 1965, AS AMENDED (Nov 2007) (Applicable if this Contact is subject to the Service Order Act. The clause does not apply if this Order has been administratively exempted by the Secretary of Labor or exempted by 41 U.S.C. 356, as interpreted in Subpart C of 29 CFR Part 4.)
52.222-50	COMBATING TRAFFICKING IN PERSONS (FEB 2009) (Applicable when Order performance will be outside the United States.)
52.222-54	EMPLOYMENT ELIGIBILITY VERIFICATION (JAN 2009)
52.225-13	RESTRICTIONS ON CERTAIN FOREIGN PURCHASES (JUN 2008)
52.227-1	AUTHORIZATION AND CONSENT (DEC 2007)
52.227-2	NOTICE AND ASSISTANCE REGARDING PATENT AND COPYRIGHT INFRINGEMENT (DEC 2007)
52.211-15	DEFENSE PRIORITY AND ALLOCATION REQUIREMENTS (Applicable only if so identified as a "rated order").(Apr 2008)
52.215-19	NOTIFICATION OF OWNERSHIP CHANGES (Oct 1997) ("Administrative Ordering Officer" and "ACO" mean Buyer's Authorized Procurement representative.)
52.219-9	SMALL BUSINESS SUBCONTRACTING PLAN (Jan 2011) (Applicable if the Seller is not a small business and the value of this Order equals or exceeds \$650,000. In subparagraph (c) only, substitute "Buyer's Procurement Representative" for "Ordering Officer," "Administrative Ordering Officer," and "ACO." The Seller's subcontracting plan is incorporated herein by reference.)
52.222-41	SERVICES ORDER ACT OF 1965, AS AMENDED (Nov 2007) (Applicable if this Contact is subject to the Service Order Act. The clause does not apply if this Order has been administratively exempted by the Secretary of Labor or exempted by 41 U.S.C. 356, as interpreted in Subpart C of 29 CFR Part 4.)
52.225-13	RESTRICTION ON CERTAIN FOREIGN PURCHASES (Feb 2006)
52.244-6	SUBCONTRACTS FOR COMMERCIAL ITEMS (Jan 2011) (For Orders identified as Commercial Parts)
52.245-1	GOVERNMENT PROPERTY (Applicable if Government property is furnished in the performance of this Order. Substitute "BUYER" for "Government" or "United States" as applicable throughout this clause, except in the phrases "Government property," "Government-furnished property," and in references to title to property. Substitute "BUYER Procurement Representative" for "Ordering Officer," "Administrative Ordering Officer," and "ACO" throughout this clause. The following is added as paragraph (n): "ORDEROR shall provide to BUYER immediate notice of any disapproval, withdrawal of approval, or non-acceptance by the Government of its property control system.")
52.252-2	Clauses Incorporated by Reference. (Feb 1998) This Order incorporates one or more solicitation provisions by reference, with the same force and effect as if they were given in full text.

DFARS CLAUSES

- 252.204-7000 **Disclosure of Information** (Dec 1991) Requests for authorization shall be submitted through the Buyer.
- 252.219-7003 **SMALL BUSINESS SUBORDERING PLAN** (Sept 2011)(DoD Contracts) (Applicable if FAR 52.219-9 applies to this Order. Delete Paragraph (g).)
- 252.225-7001 **BUY AMERICAN ACT AND BALANCE OF PAYMENTS PROGRAM** (Jan 2009)
- 252.225-7012 **Preference for Certain Domestic Commodities. (June 2010)**
- 252.227-7015 **TECHNICAL DATA - COMMERCIAL ITEMS** (Applicable only if Technical Data is to be delivered under this Order. Insert "and BUYER" after "Government" or "Ordering Officer," as appropriate, throughout this clause.)
- 252.247-7023 **Transportation of Supplies by Sea Alternate III** (May 2002)
- 252.247-7024 **NOTIFICATION OF TRANSPORTATION OF SUPPLIES BY SEA** (Applicable if this Order meets the criteria set forth in subparagraph (b) (2) (ii) of the clause. Substitute "BUYER Procurement Representative" for "Ordering Officer," "Administrative Ordering Officer," and "ACO" throughout this clause.)