

**Endwave Corporation
Federal Acquisition Regulations Flowdown Clauses**

The following clauses from the Federal Acquisition Regulation (FAR) and the Department of Defense Acquisition Regulations (DFAR) of most recent issue date apply to this subcontract or Purchase Order. The Supplier is presumed to be familiar with the scope of such applicable clauses, and acceptance of the Endwave subcontract or PO is expressly deemed to be acceptance of the applicable flowdown.

A. Applicable to All Orders	FAR/DFAR Clause
1. Security Requirements 52.204-2	
2. Material Requirements	52.211-5
3. Defense Priority & Allocation Requirements	52.211-15
4. Utilization of Small Business Concerns	52.219-8
5. Notice of Labor Disputes	52.222-1
6. Hazardous Material Identification and Material Safety	52.223-1
7. Notice of Radioactive Materials	52.223-7
8. Ozone-Depleting Substances	52.223-11
9. Privacy Act 52.224-2	
10. Buy American Act- Supplies	52.225-1
11. Duty-Free Entry 52.225-8	
12. Restrictions on Certain Foreign Purchases	52.225-13
13. Authorization & Consent (Alternate I)	52.227-1
14. Refund of Royalties 52.227-9	
15. Filing of Patent Applications- Classified Matters	52.227-10
16. Patent Rights-Retention By Contractor (Short Form)	52.227-11
17. Patent Rights-Retention By Contractor (Long Form)	52.227-12
18. Rights In Data – General	52.227-14
19. Commercial Computer Software- Restricted Rights	52.227-19
20. Insurance- WORK ON A Government Installation	52.228-5
21. Industrial Resources Developed under DPA Title 3	52.234-1
22. Accident Prevention 52.236-13	
23. Protection of Government Buildings, Equipment	52.237-2
24. Competition in Subcontracting	52.244-5
25. Subcontracts for Commercial Items	52.244-6
26. Government Property (Fixed Price)	52.245-2
("Government" means Government or Buyer)	
27. Special Tooling 52.245-17	
(in paragraph c, Government means Govt or Buyer)	
28. Special Test Equipment 52.245-18	
(in paragraph b(4), Government means Govt or Buyer)	
29. Government Property Furnished "As Is"	52.245-19
30. Inspection of Supplies- Fixed Price	52.246-2
31. Responsibility for Supplies	52.246-16
32. Preference for U.S. Flag Carriers	52.247-63
33. Preference for Privately Owned US Flag Vessels	52.247-64

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34. Termination for Convenience of the Government 52.249-2
("Government" shall mean "Buyer"; the term "90 days"
in paragraph (l) is changed to "forty five days.")
- B. Orders Over \$10,000 Also Include the Following:
1. Walsh-Healy Public Contracts Act 52.222-20
 2. Prohibition of Segregated Facilities 52.222-21
 3. Affirmative Action Compliance 52.222-25
 4. Equal Opportunity 52.222-26(b)
 5. Equal Opportunity for Special Disabled Veterans,
Veterans of the Vietnam Era, and Other Eligible Veterans 52.222-35
 6. Affirmative Action for Workers With Disabilities 52.222-36
- C. Orders Over \$100,000 Also Include the Following:
1. Restrictions on Subcontractor Sales to the Government 52.203-6
 2. Anti-Kickback Procedures (less paragraph c(1)) 52.203-7
 3. Limitation on Payments to Influence Transactions 52.203-12
 4. Audit and Records- Negotiation 52.215-2
 5. Integrity of Unit Prices (less paragraph b) 52.215-14
 6. Contract and Work Hours- Overtime Compensation 52.222-4
 7. Toxic Chemical Release Reporting 52.223-14
 8. Notice & Assistance Regarding Infringement 52.227-2
 9. Value Engineering 52.248-1
- D. Orders Over \$500,000 Also Include the Following:
1. Pension Adjustment and Asset Reversion 52.215-15
 2. Reversion or Adjustment of Plans for PRBs 52.215-18
 3. Notification of Ownership Changes 52.215-19
 4. Small Business Subcontracting Plan 52.219-9
- E. Unless Otherwise Exempt, Also Include the Following:
1. Price Reduction for Defective Cost or Pricing 52.215-10
 2. Price Reduction for Defective Cost-Modifications 52.215-11
 3. Subcontractor Cost or Pricing Data 52.215-12
 4. Subcontractor Cost or Pricing Data-Modifications 52.215-13
 5. Requirements for Cost or Pricing Data 52.215-20
 6. Requirements for Cost or Pricing Data- Modifications 52.215-21
- F. Applicable to Labor Hour or Time & Material Orders
1. Payment for Overtime Premiums (insert 0% in paragraph
(a) unless otherwise indicated in this order) 52.222-2
 2. Payments under T&M and Labor Hour Contracts 52.232-7
("schedule" means this Order; "voucher" means invoice;
"Government" means Buyer; and "Contracting Officer"

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means Buyer’s Purchasing or Procurement Representative)

- 3. Changes- Time & Materials or Labor Hour contracts 52.243-3
- 4. Subcontracts (paragraphs (h) and (i) only) 52.244-2
- 5. Government Property 52.245-5
- 6. Inspection of Time & Material and Labor Hour 52.246-6

G. Certifications

By signing its offer, the Offeror certifies compliance with the following clauses:

- 1. Certification and Disclosure Regarding Payments 52.203-11
(applicable to orders over \$100,000)
- 2. Certification Regarding Suspension, Debarment, Proposed Debarment and Other Responsibility Matters 52.209-5
- 3. Previous Contracts and Compliance Reports 52.222-22
(applicable to orders over \$10,000)
- 4. Certification of Toxic Chemical Release Reporting 52.223-13
(applicable to orders over \$100,000)

H. DFAR Contract Clauses. When the materials, products, or services to be furnished are in support of a U.S. Department of Defense prime contract or subcontract, the following provisions shall apply in addition to EDSI General Provisions and FAR Provisions above. The following DFAR clauses are incorporated herein by reference as if fully set forth herein.

	Clause Title	DFAR No.
1.	Disclosure of Information 252.204-7000	
2.	Restrictions on Employment of Personnel	252.222-7000
3.	Hazard Warning Labels 252.223-7001	
4.	Prohibition on Storage and Disposal of Toxic Materials	252.223-7006
5.	Buy American Act and Balance of Payments Program	252.225-7001
6.	Qualifying County Sources as Subcontractors	252.225-7002
7.	Preference for Certain Domestic Commodities	252.225-7012
8.	Duty Free Entry 252.225-7013	
9.	Preference for Domestic Specialty Metals (Alt 1)	252.225-7014
10.	Restriction on Contingent Fees for FMS sales	252.225-7027
11.	Exclusionary Practices of Foreign Governments	252.225-7028
12.	Rights in Technical Data- Commercial Items	252.227-7013
13.	Rights in Noncommercial Computer Software	252.227-7014
14.	Technical Data-Commercial Items	252.227-7015
15.	Rights in Bid or Proposal Information	252.227-7016
16.	Validation of Asserted Restrictions- Software	252.227-7019
17.	Limitation on Use or Disclosure of Restricted GFI	252.227-7025
18.	Deferred Ordering of Technical Data/Software	252.227-7026
19.	Technical Data- Withholding of Payment	252.227-7030
20.	Patents- Subcontracts 252.227-7034	
21.	Declaration of Technical Data Conformity	252.227-7036

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- 22. Validation of Restrictive Markings on Technical Data 252.227-7037
- 23. Patents- Reporting of Subject Inventions 252.227-7039
- 24. Aircraft Flight Risks 252.228-7002
- 25. Subcontracts for Commercial Items and Components 252.244-7000
- 26. Warranty of Data 252.246-7001

- I. Orders Over \$100,000 Also Include the Following:
 - 1. Prohibition on Persons Convicted of Fraud 252.203-7001
 - 2. Transportation of Supplies by Sea 252.247-7023
 - 3. Notification of Contract Termination/Reduction 252.249-7002

- J. Orders Over \$500,000 Also Include the Following:
 - 1. Small, SBD, and Women-Owned Small Business Plan 252.219-7003