

Date: October 25, 2007

**CUSTOMER CONTRACT REQUIREMENTS  
EXHIBIT A  
ADVANCED PROJECTS PROPRIETARY  
CUSTOMER CONTRACT DTLYP1A160A**

This contract incorporates one or more clauses by reference, with the same force and effect as if they were given in full text. Upon request, the Buyer will make their full text available.

The clauses contained in the following Government regulations are incorporated by reference as applicable. Where necessary or appropriate to derive proper meaning in subcontract situation, "Contractor" shall mean "Seller". Government clauses cited elsewhere in the contract shall be those in effect on April 27, 2007.

**Number Title**

52.202-1	Definitions (JUL 2004)
52.203-3	Gratuities (APR 1984)
52.203-5	Covenant Against Contingent Fees (APR 1984)
52.203-6	Restrictions on Subcontractor Sales to the Government (SEP 2006)
52.203-7	Anti-Kickback Procedures (JUL 1995)
52.203-8	Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity (JAN 1997)
52.203-10	Price or Fee Adjustment for Illegal or Improper Activity (JAN 1997)
52.203-12	Limitation on Payments to Influence Certain Federal Transactions (SEP 2005)
52.204-4	Printed or Copied Double-Sided on Recycled Paper (AUG 2000)
52.209-6	Protecting the Government's Interest when Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment (SEP 2006)
52.211-5	Material Requirements (AUG 2000)
52.211-15	Defense Priority and Allocation Requirements (SEP 1990)
52.215-2	Audit and Records -- Negotiation (JUN 1999)
52.215-8	Order of Precedence -- Uniform Contract Format (OCT 1997)
52.215-10	Price Reduction for Defective Cost or Pricing Data (OCT 1997)
52.215-12	Subcontractor Cost or Pricing Data (OCT 1997)
52.215-14	Integrity of Unit Prices (OCT 1997)
52.215-15	Pension Adjustments and Asset Reversions (OCT 2004)
52.215-18	Reversion or Adjustment of Plans for Postretirement Benefits (PRB) Other Than Pensions (JUL 2005)
52.215-19	Notification of Ownership Changes (OCT 1997)
52.222-1	Notice to the Government of Labor Disputes (FEB 1997)
52.222-2	Payment for Overtime Premiums (JUL 1990)
52.222-3	Convict Labor (JUN 2003)
52.222-21	Prohibition of Segregated Facilities (FEB 1999)
52.222-26	Equal Opportunity (APR 2002)
52.222-35	Equal Opportunity for Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans (SEP 2006)

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- 52.222-36 Affirmative Action for Workers with Disabilities (JUN 1998)
- 52.222-37 Employment Reports on Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans (SEP 2006)
- 52.222-39 Notification of Employee Rights Concerning Payment of Union Dues or Fees (DEC 2004)
- 52.223-6 Drug-Free Workplace (MAY 2001)
- 52.223-11 Ozone-Depleting Substances (MAY 2001)
- 52.225-13 Restrictions on Certain Foreign Purchases (FEB 2006)
- 52.227-1 Authorization and Consent (JUL 1995)
- 52.227-1 Alternate 1 Authorization and Consent (JUL 1995) (Alternate I) (APR 1984)
- 52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement (AUG 1996)
- 52.227-10 Filing of Patent Applications -- Classified Subject Matter (APR 1984)
- 52.227-12 Patent Rights -- Retention by the Contractor (Long Form) (JAN 1997)
- 52.227-14 Restricted Rights
- 52.227-16 Restricted Rights
- 52.227-16 Additional Data Requirements (JUN 1987)
- 52.227-21 Technical Data Declaration, Revision, and Withholding of Payment – Major Systems (JAN 1997)
- 52.228-7 Insurance -- Liability to Third Persons (MAR 1996)
- 52.229-4 Federal, State, and Local Taxes (State and Local Adjustments) (APR 2003)
- 52.230-2 Cost Accounting Standards (APR 1998)
- 52.230-6 Administration of Cost Accounting Standards (APR 2005)
- 52.232-2 Payments under Fixed-Price Research and Development Contracts (APR 1984)
- 52.232-9 Limitation on Withholding of Payments (APR 1984)
- 52.232-17 Interest (JUNE 1996)
- 52.232-22 Limitation of Funds (APR 1984)
- 52.232-23 Assignment of Claims (JAN 1986)
- 52.233-1 Alternate 1 Disputes (JUL 2002) (Alternate I) (DEC 1991)
- 52.233-3 Protest after Award (AUG 1996)
- 52.233-3 Alternate 1 Protest After Award (AUG 1996) (Alternate I) (JUN 1985)
- 52.233-4 Applicable Law for Breach of Contract Claim (OCT 2004)
- 52.239-1 Privacy or Security Safeguards (AUG 1996)
- 52.242-1 Notice of Intent to Disallow Costs (APR 1984)
- 52.242-3 Penalties for Unallowable Costs (MAY 2001)
- 52.242-4 Certification of Final Indirect Costs (JAN 1997)
- 52.242-13 Bankruptcy (JUL 1995)
- 52.243-1 Alternate 1 Changes -- Fixed-Price (AUG 1987) (Alternate I) (APR 1984)
- 52.243-2 Changes -- Cost-Reimbursement (AUG 1987)
- 52.244-2 Alternate 1 Subcontracts (AUG 1998) Alternate I (JAN 2006)

**NOTE: Consent required for all subcontracts \$1,000,000.00 or greater.**

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52.244-5	Competition in Subcontracting (DEC 1996)
52.244-6	Subcontracts for Commercial Items (SEP 2006)
52.245-2	Government Property (Fixed-Price Contracts) (May 2004)
52.245-5	Government Property (Cost-Reimbursement, Time-and-Material, Or Labor-Hour Contracts) (MAY 2004)
52.245-9	Use and Charges (AUG 2005)
52.245-18	Special Test Equipment (FEB 1993)
52.246-23	Limitation of Liability (FEB 1997)
52.246-24	Limitation of Liability -- High-Value Items (FEB 1997)
52.246-25	Limitation of Liability -- Services (FEB 1997)
52.249-2	Termination for Convenience of the Government (Fixed-Price) (MAY 2004)
52.249-6	Termination (Cost-Reimbursement) (May 2004)
52.249-9	Default (Fixed-Price Research and Development) (APR 1984)
52.249-14	Excusable Delays (APR 1984)
52.253-1	Computer Generated Forms (JAN 1991)

**Organizational Conflict Of Interest (AUG 2006)**

(a) The offeror warrants, to the best of its knowledge and belief, that (1) there are no relevant facts that could give rise to organizational conflicts of interest, as defined in FAR 9.501; or (2) the offeror has disclosed all relevant information regarding any actual or potential organizational conflicts of interest. Offerors are encouraged to inform the Buyer of any potential conflicts of interest, including those involving contracts with other Government organizations, before preparing their proposal to determine whether the Government will require mitigation of those conflicts. If the successful offeror was aware, or should have been aware, of an organizational conflict of interest before award of this contract and did not fully disclose that conflict to the Buyer, the Government may terminate the contract for default.

(b) If during contract performance the contractor discovers an organizational conflict of interest involving this contract, the contractor agrees to make an immediate and full disclosure in writing to the Buyer. Such notification will include a description of the action the contractor and/or subcontractor has taken or proposes to take to avoid, neutralize, or mitigate the conflict. The contractor will continue contract performance until notified by the Buyer of any contrary actions to be taken. The Government may terminate this contract for its convenience if it deems such termination to be in the best interest of the Government.

**FN01**

Seller agrees to cooperate with IAI and NGTASC, providing access to information to support their performing general system engineering and integration efforts for the Government, including access to all technical information pertaining to this contract.

**FN02**

Seller may use any System of Measurement.

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**FN03**

This order has a Defense Priority rating of DX-A7 and will be incorporated into all purchase contracts.

**FN04**

Seller is prohibited from transporting, using, disposing or using toxic hazardous materials identified in the EPA Title III List of Lists.

**FN05**

Seller is prohibited from using Class I Ozone Depleting Substances as defined in 40 CFR 82.

**FN06**

All technical data and computer software will be delivered with unlimited rights.

**FN07**

All parts and materials must be procured exclusively from the original equipment manufacturer (OEM) or their authorized distributors.

**FN08**

**GOVERNMENT PROPERTY REPORTING**

The performing subcontractor will submit quarterly property financial reports in excel format that include material (GFP or CAP), APP, ST, STE, and PE by email. For each asset, information for the following data fields must be included:

- Description
- Manufacturer's Model
- Part And Serial Numbers
- Property Classification
- Acquisition Date (MM-DD-YYYY)
- Contract Date
- Contract Received
- Tag Number
- Building Location
- Internal Location
- Cost
- Program Identifier
- Inventory Date

These reports shall be submitted quarterly, not later than the 4<sup>th</sup> working day after the end of the following reporting periods.

- 1<sup>st</sup> Quarter – 1 September To 30 November
- 2<sup>nd</sup> Quarter – 1 December To 28 February

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- 3<sup>rd</sup> Quarter – 1 March To 31 May
- 4<sup>th</sup> Quarter – 1 June To 31 August

**FN09**

See Program Procurement for specific Incentive Fee provisions.

**FN10**

See Program Procurement for specific Award Fee provisions.