

CUSTOMER CONTRACT REQUIREMENTS
JDAM FMS Integration
CUSTOMER CONTRACT FA8681-09-D-0051

CUSTOMER CONTRACT REQUIREMENTS

The following customer contract requirements apply to this contract to the extent indicated below. If this contract is for the procurement of commercial items under a Government prime contract, as defined in FAR Part 2.101, see Section 3 below.

1. FAR Clauses The following contract clauses are incorporated by reference from the Federal Acquisition Regulation and apply as indicated. In all of the following clauses, "Contractor" and "Offeror" mean Seller.

52.203-6 Restrictions on Subcontractor Sales to the Government (SEP 2006).

This clause applies only if this contract exceeds \$100,000.

52.203-7 Anti-Kickback Procedures (JUL 1995). Buyer may withhold from sums owed Seller the amount of any kickback received by Seller or its subcontractors at any tier if (a) the Contracting Officer so directs, or (b) the Contracting Officer has offset the amount of such kickback against money owed Buyer under the prime contract. This clause applies only if this contract exceeds \$100,000.

52.203-8 Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity (JAN 1997). This clause applies to this contract if the Seller, its employees, officers, directors or agents participated personally and substantially in any part of the preparation of a proposal for this contract. The Seller shall indemnify Buyer for any and all losses suffered by the Buyer or its subcontractors in violation of the Act (as set forth in this clause) by Seller or its subcontractors at any tier.

52.203-10 Price or Fee Adjustment for Illegal or Improper Activity (JAN 1997). This clause applies only if this contract exceeds \$100,000. If the Government reduces Buyer's price or fee for violations of the Act by Seller or its subcontractors at any tier, Buyer may withhold from sums owed Seller the amount of the reduction.

52.203-11 Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions (SEP 2007). This clause applies only if this contract exceeds \$100,000.

52.203-12 Limitation on Payments to Influence Certain Federal Transactions (SEP 2007). This clause applies only if this contract exceeds \$100,000. Paragraph (g)(2) is modified to read as follows: "(g)(2) Seller will promptly submit any disclosure required by the Government (with written notice to Boeing) directly to the PCO for the prime contract. Boeing will identify the cognizant Government agency and submit the disclosure to the Seller's request. Each subcontractor certification will be retained in the subcontract file of the awarding contractor."

52.203-13 Contractor Code of Business Ethics and Conduct (DEC 2008). This clause applies only if this contract is valued at more than \$5,000,000 and has a period of performance of more than 120 days.

52.204-2 Security Requirements (AUG 1996). Changes clause means the changes clause of this contract. This clause applies only if the contract requires access to classified material is required.

52.204-9 Personal Identity Verification of Contractor Personnel. (SEP 2007). This clause applies only if the contract requires Seller to have routine physical access to a Federally-controlled facility or routine access to a Federally-controlled information system.

52.211-5 Material Requirements (AUG 2000). Any notice will be given to Buyer rather than the Contracting Officer.

52.211-15 Defense Priority and Allocation Requirements (APR 2008). This clause is applicable if a priority rating is included in the contract.

52.215-2 Audit and Records - Negotiation (MAR 2009).

52.215-10 Price Reduction for Defective Cost or Pricing Data (OCT 1997). This clause applies only if this contract exceeds the threshold set forth in FAR 15.403-4 and is not otherwise exempt. In subparagraph (3) of paragraph (a), insert "of this contract or cost." In Paragraph (c), "Contracting Officer" shall mean "Contracting Officer or Buyer." In Paragraphs (c)(1), (c)(2)(i), "Contracting Officer" shall mean "Contracting Officer or Buyer." In Subparagraph (c)(2)(i)(A), delete "to the Contracting Officer." In Subparagraph (c)(2)(ii)(B), "Government" shall mean "Government or Buyer." In Paragraph (d), "United States" shall mean "United States or Buyer."

52.215-12 Subcontractor Cost or Pricing Data (OCT 1997). This clause applies only if this contract exceeds the threshold set forth in FAR 15.403-4 and is not otherwise exempt. The certificate required by paragraph (b) of the referenced clause shall be in the following form: delete "to the Contracting Officer or the Contracting Officer's representative" and substitute in lieu thereof "to The Boeing Company or The Boeing Company's representative (including data submitted, when applicable, to an authorized representative of the U.S. Government)."

52.215-14 Integrity of Unit Prices (OCT 1997). This clause applies except for contracts at or below \$100,000; construction services under FAR Part 36; utility services under FAR Part 41; services where supplies are not required; and petroleum products.

52.215-15 Pension Adjustments and Asset Reversions (OCT 2004). This Clause applies to this contract if it meets the requirements of FAR 15.408(g).

52.215-18 Reversion or Adjustment of Plans for Post-Retirement Benefits (PRB) Other Than Pensions (JUL 2004). This Clause applies to this contract if it meets the requirements of FAR 15.408(j).

52.215-19 Notification of Ownership Changes (OCT 1997). This Clause applies to this contract if it meets the requirements of FAR 15.408(k).

52.215-21 Requirement for Cost or Pricing Data or Information Other Than Cost and Pricing Data - Modification (OCT 1997). This clause applies only if this contract exceeds the threshold set forth in FAR 15.403-4. The term "Contracting Officer" shall mean Buyer.

52.219-8 Utilization of Small Business Concerns (MAY 2004).

52.222-1 Notice to the Government of Labor Disputes (FEB 1997). Contracting Officer shall mean Buyer.

52.222-20 Walsh-Healey Public Contracts Act (DEC 1996). This clause applies only if this contract exceeds \$10,000.

52.222-21 Prohibition of Segregated Facilities (FEB 1999).

52.222-26 Equal Opportunity (MAR 2007).

52.222-35 Equal Opportunity for Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans (OCT 2006). This clause applies only if this contract exceeds \$100,000.

52.222-36 Affirmative Action For Workers With Disabilities (JUN 1998). This clause applies only if this contract exceeds the threshold set forth in FAR 15.403-4.

10,000.

52.222-37 Employment Reports on Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible (2006). This clause applies only if this contract exceeds \$100,000.

52.222-39 Notification of Employee Rights Concerning Payment of Union Dues or Fees (DEC 2004). This clause applies only if this contract exceeds \$100,000.

52.222-50 Combating Trafficking in Persons (FEB 2009). In paragraph (d), the term "Contracting Officer" means Buyer. In paragraph (e), the term "the Government" means Buyer.

52.223-3 Hazardous Material Identification and Material Safety Data (JAN 1997). This clause applies only if Seller identifies hazardous material under this contract.

52.225-13 Restriction 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). A copy of each notice from the Government will be sent to Buyer.

52.227-10 Filing of Patent Applications - Classified Subject Matter (DEC 2007).

52.227-11 Patent Rights -- Ownership by the Contractor (DEC 2007). This clause applies only if this contract is for developmental, or research work and Seller is a small business firm or nonprofit organization.

52.229-8 Taxes-Foreign Cost Reimbursement Contracts (MAR 1990).

52.230-6 Administration of Cost Accounting Standards (MAR 2008). Add "Buyer and the" before "CFAO" in paragraph (b). This provision applies if clause H001, H002, or H004 is included in this contract.

52.242-15 Stop-Work Order (AUG 1989). Change "90 days" and "30 days" to "100 days" and "20 days" respectively. The terms "Contracting Officer" and "Government" shall mean Buyer.

Applies to Firm Fixed Price CLINs

52.242-15 Stop-Work Order Alternate I (APR 1984). Change "90 days" and "30 days" to "100 days" and "20 days" respectively. The terms "Contracting Officer" and "Government" shall mean Buyer. In the first sentence of Alternate I, "the Termination clause of this contract" is modified to read "the Termination/Cancellation clause of this contract."

Also includes 52.242-15 STOP WORK ORDER (AUG 1989)

Applies to Cost Plus Fixed Fee and Cost CLINs

52.244-5 Competition in Subcontracting (DEC 1996).

52.244-6 Subcontracts for Commercial Items (FEB 2009).

52.245-1 Government Property (JUN 2007). This clause applies only if Government property is acquired or furnished for contract performance. The Government-Owned Property article in GP4 is hereby deleted.

Applies to Firm Fixed Price CLINs

52.245-1 Property Records Alternate I (JUN 2007). This clause applies only if Government property is acquired or furnished for contract performance. The Government-Owned Property article in GP4 is hereby deleted.

Applies to Firm Fixed Price CLINs

52.245-1 Government Property (DEVIATION) 2007-O0012 (JUN 2007). This clause applies only if Government property is acquired or furnished for contract performance. Per DEVIATION 2007, the definition of plant equipment is deleted, and a sentence in the definition of real property is modified to read: "It does not include foundations and other work necessary for personal property." The Government-Owned Property article in GP4 is hereby deleted.

The prime contains a deviation from the (JUN 2007) version of the clause

2. DoD FAR Supplement Clauses DoD Contracts. The following contract clauses are incorporated by reference from the Department of Defense Federal Acquisition Regulation Supplement and apply to the extent indicated. In all of the following clauses, "Contractor" means Seller except as otherwise noted.

252.203-7001 Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies (DEC 2007). This clause applies only if this contract exceeds \$100,000 and is not for the purchase of commercial items or commercial construction. Except in paragraph (a), "this contract" and "the contract" mean the contract between Buyer and Seller. In subparagraph (b), the words "or first-tier subcontractor." In paragraph (e), the remedies described in subparagraphs (2) and (3) are available only to the Government. In paragraph (f), "through the Buyer" is inserted after "Contracting Officer." Paragraph (g) is deleted.

252.204-7000 Disclosure of Information (DEC 1991). Seller will submit requests for authorization to release through the Government.

252.211-7003 Item Identification and Valuation (AUG 2008). Seller shall comply with the unique item identification of this clause for those subassemblies, components, and parts specified elsewhere in this contract. Such identification shall be a high-capacity 2D machine readable code to comply with the version of MIL-STD-130, Identification Marking of U.S. Property, set forth elsewhere in this contract; or if not so stated, then the Seller shall comply with MIL-STD-130 N. This shall include, as space is available, linear bar code and human readable characters. Unless otherwise specified in Boeing product specifications, the seller may use either Construct #1 or Construct #2. The Seller shall not be required to furnish item valuation information in this clause.

252.215-7000 Pricing Adjustments (DEC 1991). This clause applies only if this contract exceeds \$650,000.

252.219-7003 Small Business Subcontracting Plan (DOD Contracts) (APR 2007). Except paragraph (g) which is hereby deleted.

252.225-7001 Buy American Act and Balance of Payment Program (JAN 2009).

252.225-7006 QUARTERLY REPORTING OF ACTUAL CONTRACT PERFORMANCE OUTSIDE THE UNITED STATES (MAY 2007). This clause applies only if this contract exceeds \$550,000 and is not for commercial items, construction, commodities, gases, utilities, petroleum products and crudes, timber (logs), or subsistence.

252.225-7009 Restriction on Acquisition of Certain Articles Containing Specialty Metals (JUL 2009).

Paragraph (d) of this clause is excluded and paragraph (c)(6) of the clause is modified as follows:

(c)(6) End items of the prime contract containing a minimal amount of otherwise noncompliant specialty metals (i.e., specialty metals not melted or produced in the United States, an outlying area, or a qualifying country, that are not covered by one of the

exceptions in this paragraph (c)), if the total weight of such noncompliant metals does not exceed 2 percent of the total weight of specialty metals in that end item. This exception does not apply to high performance magnets containing specialty metals. Seller will furnish goods that contain otherwise noncompliant specialty metals (i.e., specialty metals not melted or produced in the United States, an outlying area, or a qualifying country, that are not covered by one of the other exceptions in this paragraph). The Seller shall disclose to the Buyer (i) the total weight of all specialty metals in each of the goods of this contract, and (ii) the weight of the noncompliant specialty metals in each of those goods.

252.225-7012 Preference for Certain Domestic Commodities (DEC 2008).

252.225-7016 Restriction on Acquisition of Ball and Roller Bearings (MAR 2006). This clause does not apply to commercial items other than ball or roller bearings or to items which contain no ball or roller bearings.

252.225-7043 Antiterrorism/Force Protection Policy for Defense Contractors Outside the United States (MAR 2006). This clause applies only if this contract requires Seller to perform or travel outside the United States and Seller is not (i) a foreign government, (ii) a representative of a foreign government, or (iii) a foreign corporation wholly owned by a foreign government.

252.226-7001 Utilization of Indian Organizations and Indian-Owned Economic Enterprises--DoD Contracts and Hawaiian Small Business Concerns (SEP 2004). This clause applies only if this contract exceeds \$500,000.

252.227-7013 Rights In Technical Data -- Noncommercial Items (NOV 1995). This clause applies only if the delivery of technical data is required for noncommercial items under this contract.

252.227-7014 Rights In Noncommercial Computer Software And Noncommercial Computer Software Documentation (NOV 1995). This clause applies only if the delivery of noncommercial computer software or noncommercial computer software documentation is required and the software or documentation was originated, developed or delivered under this contract.

252.227-7016 Rights in Bid or Proposal Information (JUN 1995).

252.227-7019 Validation of Asserted Restrictions - Computer Software (JUN 1995). This clause applies only if the delivery of computer software may be originated, developed, or delivered under this contract.

252.227-7027 Deferred Ordering of Technical Data or Computer Software (APR 1988). This clause applies only if the delivery of technical data or computer software may be generated as part of the performance of this contract.

252.227-7037 Validation of Restrictive Markings on Technical Data (SEP 1999). This clause applies only if the delivery of technical data is required by this contract.

252.227-7038 PATENT RIGHTS—OWNERSHIP BY THE CONTRACTOR (LARGE BUSINESS) (DEC 2007). This clause applies only if this contract is for experimental, developmental, or research work and Seller is not a small business or nonprofit organization.

252.231-7000 Supplemental Cost Principles (DEC 1991).

252.235-7003 Frequency Authorization (DEC 1991). This clause applies only if this contract requires the development, construction, testing, or operation of a device for which a radio frequency authorization is required.

252.239-7000 Protection Against Compromising Emanations (JUN 2004). This clause applies only if computer equipment or systems that will be used to process classified information will be delivered under this contract.

252.244-7000 Subcontracts for Commercial Items and Commercial Components (DoD Contracts) (JAN 2009).

252.247-7023 Transportation of Supplies by Sea (MAY 2002). This clause applies only if the supplies are of a type paragraph (b)(2) of this clause. In paragraph (d), "45 days" is changed to "60 days." In paragraph (g) "Government" means this contract is at or below \$100,000, paragraphs (f) and (g) are excluded.

252.247-7023 TRANSPORTATION OF SUPPLIES BY SEA Alternate III (MAY 2002). This clause applies only if the supplies are of a type described in paragraph (b)(2) of this clause. In paragraph (d), "45 days" is changed to '60 days'.

252.247-7024 Notification of Transportation of Supplies by Sea (MAR 2000). Contracting Officer and, in the first paragraph (a), Contractor mean Buyer. This clause applies only if the supplies being transported are noncommercial items or commercial items that (i) Seller is reselling or distributing to the Government without adding value (generally, Seller does not add value to items that it contracts for f.o.b. destination shipment); (ii) are shipped in direct support of U.S. military contingency operations, exercises, or forces deployed in humanitarian or peacekeeping operations; or (iii) are commissary or exchange cargoes transported outside the Defense Transportation System in accordance with 10 U.S.C. 2643.

3. Commercial Items If goods or services being procured under this contract are commercial items and Clause H203 is set forth in order, the foregoing Government clauses in Sections 1 and 2 above are deleted and the following FAR/DFARS clauses are inserted in their place:

52.219-8 Utilization of Small Business Concerns (MAY 2004).

This clause applies only if this contract offers further subcontracting opportunities. If this contract exceeds \$1,000,000 for construction of any public facility) and Seller is not a small business concern, Seller must insert 52.219-8 in lower tier subcontracts that offer subcontracting opportunities.

52.222-26 Equal Opportunity (MAR 2007).

52.222-35 Equal Opportunity for Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans (2006).

52.222-36 Affirmative Action For Workers With Disabilities (JUN 1998).

52.222-39 Notification of Employee Rights Concerning Payment of Union Dues or Fees (DEC 2004).

52.222-50 Combating Trafficking in Persons (FEB 2009).

252.225-7001 Buy American Act and Balance of Payments Program (JAN 2009).

252.225-7012 Preference for Certain Domestic Commodities (DEC 2008).

252.247-7023 Transportation of Supplies by Sea (MAY 2002).

252.247-7023 TRANSPORTATION OF SUPPLIES BY SEA Alternate III (MAY 2002).

252.247-7024 Notification of Transportation of Supplies by Sea (MAR 2000). "Contracting Officer" and, in the first paragraph (a), "Contractor" mean Buyer. This clause applies only if the supplies being transported are noncommercial items or commercial items that (i) Seller is reselling or distributing to the Government without adding value (generally, Seller does not add value to items that it contracts for f.o.b. destination shipment); (ii) are shipped in direct support of U.S. military contingency operations, exercises, or forces deployed in humanitarian or peacekeeping operations; or (iii) are commissary or exchange cargoes transported outside the Defense Transportation System in accordance with 10 U.S.C. 2643.

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4. Cost Accounting Standards

52.230-2 Cost Accounting Standards (OCT 2008). (1) (Applicable if this contract incorporates clause H001) The version of FAR 52.230-2, Cost Accounting Standards, incorporated by clause H001 is the version dated October 2008.

(2) (Applicable if this contract incorporates clause H002) The version of FAR 52.230-3, Disclosure and Consistency of Accounting Practices, incorporated by H002 is the version dated October 2008.

(3) (Applicable if this contract incorporates clause H003) The version of FAR 52.230-5, Cost Accounting Standards - Excluded Institution, is the version dated October 2008.

(4) (Applicable if this contract incorporates clause H007) The version of FAR 52.230-4, Disclosure and Consistency of Accounting Standards for Contracts Awarded to Foreign Concerns, is the version dated October 2008.

5. AFMC Clauses The following contract clauses are incorporated by reference from the Air Force Material Command Federal Acquisition Regulation Supplement and apply to the extent indicated. In all of the following clauses, "Contractor" means Seller.

5352.215-9008 Enabling Clause Between Prime Contractors and Service Contractors (JUL 1997).

5352.227-9000 Export-Controlled Data Restrictions (JUL 1997).