

Boeing Defense & Space Group

Date: September 1997

EXHIBIT A

GOVERNMENT PROVISIONS

APPLICABLE TO

PRIME CONTRACT F42610-96-C-0058

The clauses contained in the following Government regulations are incorporated by reference. Where necessary or appropriate to derive proper meaning in a subcontract situation, "Contractor" shall mean Seller. Government Clauses listed below or cited elsewhere in the contract shall be those in effect in May 1996.

FAR/DFARS Reference Title

52.204-2 Security Requirements (Applies only if the contract requires access to classified information, "Government" means Buyer or the Government.)

52.208-1 Required Source for Jewel Bearings and Related Items (Applies only if items to be delivered contain such items.)

52.211-5 New Material ("Contracting Officer" means Buyer.)

52.211-7 Other Than New Material, Residual Inventory and Former Government Surplus Property ("Contracting Officer" means Buyer.)

52.211-15 Defense Priority and Allocation Requirements

52.215-26 Integrity of Unit Prices (Excluding paragraph(c))

52.215-27 Termination of Defined Benefit Pension Plans ("Contracting Officer" means Buyer and Seller's cognizant ACO.) (Applicable only if contract is other than firm-fixed-price or if certified cost or pricing data was provided.)

52.219-8 Utilization of Small, Small Disadvantaged and Women-Owned Small Business Concerns

52.222-1 Notice of Labor Disputes ("Contracting Officer" means Buyer.)

52.222-4 Contract Work Hours and Safety Standards Act - Overtime Compensation

52.225-10 Duty-Free Entry

52.225-11 Restrictions on Certain Foreign Purchases ("Contracting Officer" means Buyer.)

52.227-1 Authorization and Consent

52.227-10 Filing of Patent Applications - Classified Subject Matter (Applies only if contract will involve access to classified information)

52.237-2 Protection of Government Buildings, Equipment and Vegetation. (Applies only if work will be performed on a government installation. "Contracting Officer" means Buyer.)

52.242-15 Stop Work Order

52.244-5 Competition in Subcontracting

52.244-6 Subcontracts for Commercial Items and Commercial Components

52.246-23 Limitation of Liability

252.225-7002 Qualifying Country Sources

252.225-7009 Duty-Free Entry-Qualifying Country End Products

252.225-7010 Duty-Free Entry--Additional Provisions

252.225-7012 Preference for Certain Domestic Commodities

252.225-7016 Restriction on Acquisition of Anti-Friction Bearings

252.225-7025 Foreign Source Restrictions

252.231-7000 Supplemental Cost Principles

The following clause also applies if the contract price exceeds \$2,500:

52.222-36 Affirmative Action for Handicapped Workers

The following clauses also apply if the contract price exceeds \$10,000:

52.222-20 Walsh-Healy Public Contracts Act

52.222-35 Affirmative Action for Special Disabled and Viet Nam Era Veterans

52.222-37 Employment Report on Special Disabled Veterans and Veterans of the Viet Nam Era.

The following clause also applies if the contract price exceeds \$25,000:

52.246-25 Limitation of Liability - Services

The following clauses also apply if the contract price exceeds \$100,000:

52.203-6 Restrictions on Subcontractor Sales to the Government

52.203-11 Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions (Seller's signed proposal provided the required certification.)

52.203-12 Limitation on Payments to Influence Certain Federal Transactions. (The disclosures of Seller and its lower tier subcontractors required by paragraph (c) shall be submitted to Buyer's Material Representative.)

52.223-2 Clean Air and Water (Also applicable if Seller's facility has been the subject of a conviction under the Clean Air Act or Federal Water Pollution Control Act.)

52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement.
("Contracting Officer" means Buyer.)

252.203-7001 Special Prohibition on Employment

252.209-7000 Acquisition from Subcontractors Subject to On-Site Inspection
Under the Intermediate - Range Nuclear Forces (INT) Treaty

252.225-7026 Reporting of Contract Performance Outside the United States
(not applicable if only commercial products are involved.)

252.247-7023 Transportation of Supplies by Sea

**The following clauses also apply if the contract price
exceeds \$500,000:**

52.215-39 Reversion or Adjustment of Plans for Post-Retirement Benefits
other than Pensions. (Applicable only if certified cost or pricing data is
provided.)

52.219-9 Small, Small Disadvantaged and Women-Owned Small Business
Subcontracting Plan. (Applies only if Seller is not a small business.
"Contracting Officer" in paragraphs (b) and (c) means Buyer.)

252.249-7001 Notification of Substantial Impact on Employment

The following clauses also apply if Technical Data or Computer Software will be Generated or Delivered:

252.227-7013 Rights in Technical Data--Noncommercial Items

252.227-7014 Rights in Noncommercial Software and Noncommercial Software Documentation

252.227-7019 Validation of Asserted Restrictions - Computer Software

252.227-7030 Technical Data - Withholding of Payment ("Contracting Officer" and "Government" means Buyer.)

252.227-7036 Certification of Technical Data Conformity

252.227-7037 Validation of Restrictive Markings on Technical Data

The following Air Force FAR Supplement clauses are applicable as indicated:

5352.204-9000 Notification of Government Security Activity (Applies only if work will be performed on a Government installation.)

5352.223-9001 Safety and Accident Prevention (Applies only if work will be performed on a Government installation.)

A = ADDITION

D = DELETION

R = REVISION