

DERCO AEROSPACE, INC.

PRIME SUPPLEMENTAL FLOWDOWN DOCUMENT (PSFD)

ADDITIONAL TERMS AND CONDITIONS

FOR SUBCONTRACTS/PURCHASE ORDERS UNDER

COI and All Subsumables, Contract Numbers: SPE4AX-16-D-9473, SPE4A5-20-D-P002, SPE4AX-20-D-9403, SPE4AX-20-D-9404

Generated using Corp Doc 3 and 3A (2020)

Created: 05/27/2020

Revised: 12/18/2020

The Terms and Conditions listed below are incorporated by reference and made a part of this Contract. Unless otherwise limited in this Contract, each document applies in its entirety.

In the event of a conflict between the version or date of a clause set forth in this document and the version or date of a clause set forth in the identified CorpDocs, the version or date of the clauses set forth in this document shall take precedence.

To the extent that any clause included in this document is inapplicable to the performance of this Contract, the parties shall consider such clauses to be self-deleting and they shall not impose any obligations upon SELLER.

FAR / DFARS can be located at: <https://www.acquisition.gov/>

PROCUREMENT NOTES can be located at:
<http://www.dla.mil/HQ/Acquisition/Offers/eProcurement.aspx>

DLADs can be located at: <https://www.acquisition.gov/dlad>

PART I. DELETIONS: The following clauses are deleted in their entirety from the applicable CorpDocs incorporated into this Contract:

[RESERVED]

PART II. MODIFICATIONS: The dates or versions of the following FAR, DFARS, and other agency clauses are modified as follows and are incorporated into the Contract:

FAR 52.204-25 PROHIBITION ON CONTRACTING FOR CERTAIN TELECOMMUNICATIONS AND VIDEO SURVEILLANCE SERVICES OR EQUIPMENT (AUG 2020)

PART III. ADDITIONS: The following FAR, DFARS, and other agency clauses are incorporated into this Contract in addition to those set out in the applicable CorpDocs:

FAR 52.203-7 ANTI-KICKBACK PROCEDURES (MAY 2014) (Paragraph (c)(1) does not apply.)

FAR 52.203-8 CANCELLATION , RESCISSION, AND RECOVERY OF FUNDS FOR ILLEGAL OR IMPROPER ACTIVITY (MAY 2014)

FAR 52.203-10 PRICE OR FEE ADJUSTMENT FOR ILLEGAL OR IMPROPER ACTIVITY (MAY 2014)

FAR 52.204-24 REPRESENTATION REGARDING CERTAIN TELECOMMUNICATIONS AND VIDEO SURVEILLANCE SERVICES OR EQUIPMENT (AUG 2020)

FAR 52.209-3 FIRST ARTICLE APPROVAL-CONTRACTOR TESTING (SEP 1989)

FAR 52.209-3 ALT I ALTERNATE I - FIRST ARTICLE APPROVAL-CONTRACTOR TESTING (JAN 1997)

FAR 52.209-3 ALT II ALTERNATE II - FIRST ARTICLE APPROVAL-CONTRACTOR TESTING (SEP 1989)

FAR 52.209-4 FIRST ARTICLE APPROVAL-GOVERNMENT TESTING (SEP 1989)

FAR 52.209-4 ALT I ALTERNATE I - FIRST ARTICLE APPROVAL-GOVERNMENT TESTING (JAN 1997)

FAR 52.209-4 ALT II ALTERNATE II - FIRST ARTICLE APPROVAL-GOVERNMENT TESTING (SEP 1989)

FAR 52.211-14 NOTICE OF PRIORITY RATING FOR NATIONAL DEFENSE, EMERGENCY PREPAREDNESS, AND ENERGY PROGRAM USE (APR 2008)

FAR 52.211-15 DEFENSE PRIORITY AND ALLOCATION REQUIREMENTS (APR 2008)

FAR 52.215-22 LIMITATIONS ON PASS-THROUGH CHARGES – IDENTIFICATION OF SUBCONTRACT EFFORT (OCT 2009)

FAR 52.219-9 ALT III SMALL BUSINESS SUBCONTRACTING PLAN ALTERNATE III (OCT 2014) (Applies if this contract exceeds \$700,000. Does not apply if Seller is a small business concern. "Contracting Officer" means "Lockheed Martin" in paragraph (c). Seller's subcontracting plan is incorporated herein by reference.)

FAR 52.222-20 CONTRACTS FOR MATERIALS, SUPPLIES, ARTICLES, AND EQUIPMENT EXCEEDING \$15,000 (MAY 2014)

FAR 52.222-43 FAIR LABOR STANDARDS ACT AND SERVICE CONTRACT LABOR STANDARDS – PRICE ADJUSTMENT (MULTIPLE YEAR AND OPTION CONTRACTS) (MAY 2014) (Applies if FAR 52.222-41 applies to this contract. "Contracting Officer" means "Lockheed Martin and the Contracting Officer" except in paragraph (f) where it means "Lockheed Martin." The notice period in paragraph (f) is changed to twenty (20) days. Adjustments made to this contract shall not be made unless or until the Contracting Officer make appropriate adjustments to Lockheed Martin's prime contract.)

FAR 52.222-50 ALT I COMBATING TRAFFICKING IN PERSONS ALTERNATE I (MAR 2015) ("Contracting Officer" means "Lockheed Martin." In paragraph (e), "Government" means "Lockheed Martin and the Government.")

FAR 52.222-51 EXEMPTION FROM APPLICATION OF THE SERVICE CONTRACT LABOR STANDARDS TO CONTRACTS FOR MAINTENANCE, CALIBRATION, OR REPAIR (MAY 2014)

FAR 52.222-53 EXEMPTION FROM APPLICATION OF THE SERVICE CONTRACT LABOR STANDARDS TO CONTRACTS FOR CERTAIN SERVICES – REQUIREMENTS (MAY 2014)

FAR 52.222-56 CERTIFICATION REGARDING TRAFFICKING IN PERSONS COMPLIANCE PLAN (MAR 2015) (Clause is applicable to subcontracts for supplies, other than commercially available off-the-shelf items, acquired outside the United States, or services to be performed outside the United States; and where the subcontract is estimated to exceed \$500,000.) (In paragraph (d) "Contracting Officer" means "Contracting Officer and Lockheed Martin." In paragraph (e), "Government" means "Lockheed Martin.")

FAR 52.227-3 PATENT INDEMNITY (APR 1984)

FAR 52.230-1 COST ACCOUNTING STANDARDS NOTICES AND CERTIFICATION (MAY 2012)

FAR 52.237-1 SITE VISIT (APR 1984)

FAR 52.237-10 IDENTIFICATION OF UNCOMPENSATED OVERTIME (MAR 2015) (Applicable if this contract is for professional or technical services to be acquired on the basis of the number of hours to be provided. "Offeror" means "Seller.")

FAR 52.242-2 PRODUCTION PROGRESS REPORTS (APR 1991) ("Contracting Officer" means "Lockheed Martin.")

FAR 52.242-17 GOVERNMENT DELAY OF WORK (APR 1984)

FAR 52.245-1 ALT I GOVERNMENT PROPERTY (APR 2012) ("Contracting Officer" means "Lockheed Martin" except in the definition of Property Administrator and in paragraphs (h)(1)(iii) where it is unchanged, and in paragraphs (c) and (h)(4) where it includes Lockheed Martin. "Government" is unchanged in the phrases "Government property" and "Government furnished property" and where elsewhere used except in paragraph (d)(1) where it means "Lockheed Martin" and except in paragraphs (d)(2) and (g) where the term includes Lockheed Martin." The following is added as paragraph (n) "Seller shall provide to Lockheed Martin immediate notice if the Government or other customer (i) revokes its assumption of loss under any direct contracts with Seller, or (ii) makes a determination that Seller's property management practices are inadequate, and/or present an undue risk, or that Seller has failed to take corrective action when required.")

FAR 52.245-9 USE AND CHARGES (APR 2012) (Communications with the Government under this clause will be made through Lockheed Martin.)

FAR 52.246-11 HIGHER-LEVEL CONTRACT QUALITY REQUIREMENTS (DEC 2014)

FAR 52.247-53 FREIGHT CLASSIFICATION DESCRIPTION (APR 1984) (Applicable where subcontractors will be shipping supplies directly to the Government.)

FAR 52.247-56 TRANSIT ARRANGEMENTS (APR 1984) (Applicable where subcontractors will be shipping supplies directly to the Government.)

FAR 52.247-58 LOADING, BLOCKING, AND BRACING OF FREIGHT CAR SHIPMENTS (APR 1984) (Applicable where subcontractors will be shipping supplies directly to the Government.)

FAR 52.247-68 REPORT OF SHIPMENT (REPSHIP) (FEB 2006) (Applicable where subcontractors will be shipping supplies directly to the Government.)

FAR 52.249-4 TERMINATION FOR CONVENIENCE OF THE GOVERNMENT (SERVICES) (SHORT FORM) (APR 1984) ("Contracting Officer" and "Government" means "Lockheed Martin.")

DFARS 252.204-7000 DISCLOSURE OF INFORMATION (AUG 2013) (In paragraph (b) "Contracting Officer" means "Lockheed Martin" and "10 days" means "20 days.")

DFARS 252.204-7016 COVERED DEFENSE TELECOMMUNICATIONS EQUIPMENT OR SERVICES- REPRESENTATION (DEC 2019)

DFARS 252.204-7019 NOTICE OF NIST SP 800-171 DOD ASSESSMENT REQUIREMENTS (NOV 2020)

DFARS 252.204-7020 NIST SP 800-171 DOD ASSESSMENT REQUIREMENTS (NOV 2020)

DFARS 252.208-7000 INTENT TO FURNISH PRECIOUS METALS AS GOVERNMENT-FURNISHED MATERIAL (DEC 1991) (Applies if this contract involves precious metals.)

DFARS 252.209-7004 SUBCONTRACTING WITH FIRMS THAT ARE OWNED OR CONTROLLED BY THE GOVERNMENT OF A COUNTRY THAT IS A STATE SPONSOR OF TERRORISM (DEC 2014)

DFARS 252.209-7010 CRITICAL SAFETY ITEMS (AUG 2011) (Applicable if subcontractor is providing Critical Safety Items.)

DFARS 252.211-7008 USE OF GOVERNMENT-ASSIGNED SERIAL NUMBERS (SEP 2010) (Applicable if supplier is in possession of Government property for the performance of the subcontract, and Government property is required to be marked.)

DFARS 252.215-7000 PRICING ADJUSTMENTS (DEC 2012) (Applies if the FAR clause entitled "Subcontractor Certified Cost or Pricing Data" or "Subcontractor Certified Cost or Pricing Data - Modifications" apply to this contract.)

DFARS 252.215-7009 PROPOSAL ADEQUACY CHECKLIST (JAN 2014)

DFARS 252.217-7026 IDENTIFICATION OF SOURCES OF SUPPLY (NOV 1995) (The information required by this clause is limited to the identification of those items procured from lower tier sources where

Contractor will provide those items as separate end items to Lockheed Martin. Items which are included as components of end items delivered by Contractor to Lockheed Martin do not need to be identified.)

DFARS 252.219-7003 ALT I SMALL BUSINESS SUBCONTRACTING PLAN (DOD CONTRACTS) ALTERNATE I (OCT 2014) (Applies if FAR 52.219-9 is included in this contract.)

DFARS 252.222-7007 REPRESENTATION REGARDING COMBATING TRAFFICKING IN PERSONS (JAN 2015) (Applies if FAR 52.222-50 is included in this contract.)

DFARS 252.225-7001 ALT I BUY AMERICAN AND BALANCE OF PAYMENTS PROGRAM – BASIC ALTERNATE I (DEC 2016)

DFARS 252.225-7021 ALT II TRADE AGREEMENTS ALTERNATE II (NOV 2014)

DFARS 252.225-7025 RESTRICTION ON ACQUISITION OF FORGINGS (DEC 2009) (Applies if the Work contains forging items described by the clause.)

DFAR 252.225-7036 ALT II ALTERNATE II - BUY AMERICAN-FREE TRADE AGREEMENTS--BALANCE OF PAYMENTS PROGRAM (NOV 2014) (Applies if this Contract is for supplies.)

DFAR 252.225-7047 EXPORTS BY APPROVED COMMUNITY MEMBERS IN PERFORMANCE OF THE CONTRACT (JUN 2013)

DFAR 252.243-7002 REQUESTS FOR EQUITABLE ADJUSTMENT (DEC 2012) (Applies if subcontract is over \$150,000.) ("Government" means "Lockheed Martin.")

DFAR 252.245-7001 TAGGING, LABELING, AND MARKING OF GOVERNMENT-FURNISHED PROPERTY (APR 2012) (Applies if subcontract requires items to be subject to serialized tracking.)

DFAR 252.245-7002 REPORTING LOSS OF GOVERNMENT PROPERTY (APR 2012) Communications with the Government under this clause will be made through Lockheed Martin.)

DFAR 252.245-7004 REPORTING, REUTILIZATION, AND DISPOSAL (MAR 2015) ("Contracting Officer" means Lockheed Martin.)

DFAR 252.246-7000 MATERIAL INSPECTION AND RECEIVING REPORT (MAR 2008) (Applies if this contract requires delivery of Items directly to the Government.)

DFAR 252.246-7001 WARRANTY OF DATA (MAR 2014) (Applies if data will be acquired from the subcontractor.) ("Government" means "Lockheed Martin or the Government." "Contracting Officer" means "Lockheed Martin." The last sentence in paragraph (b) is changed to read as follows: The warranty period shall extend for three years after completion of delivery of the data to Lockheed Martin, or if the data is delivered to the Government, either by Lockheed Martin or Seller, the warranty period shall extend for three years after delivery to the Government.")

DFAR 252.247-7028 APPLICATION FOR U.S. GOVERNMENT SHIPPING DOCUMENTATION/ INSTRUCTIONS (JUN 2012) (Applies if this contract requires delivery of Items directly to the Government.)

DLAD 52.209-9000 QUALIFIED PRODUCTS LIST (QPL) CONNECTOR ASSEMBLIES AND QPL ELECTRICAL CONTACTS (NOV 2011)

DLAD 52.209-9002 QUALIFIED TESTING SUPPLIERS LIST (QTSL) (FEB 2014)

DLAD 52.209-9013 COMPONENT QUALIFIED PRODUCTS LIST (QPL)/ QUALIFIED MANUFACTURERS LIST (QML) (NOV 2011)

DLAD 52.209-9017 FIRST ARTICLE - CONTRACTOR TESTING - ADDITIONAL REQUIREMENTS (AUG 2014)
(Applies if this contract requires First Article Testing.)

DLAD 52.209-9017 ALT III FIRST ARTICLE - CONTRACTOR TESTING - ADDITIONAL REQUIREMENTS (SEP 2008) (Applies if this contract requires First Article Testing.)

DLAD 52.209-9017 ALT IV FIRST ARTICLE - CONTRACTOR TESTING - ADDITIONAL REQUIREMENTS (SEP 2008) (Applies if this contract requires First Article Testing.)

DLAD 52.209-9017 ALT V FIRST ARTICLE - CONTRACTOR TESTING - ADDITIONAL REQUIREMENTS (NOV 2011) (Applies if this contract requires First Article Testing.)

DLAD 52.209-9018 FIRST ARTICLE - GOVERNMENT TEST - ADDITIONAL REQUIREMENTS (AUG 2014)
(Applies if this contract requires First Article Testing.)

DLAD 52.209-9018 ALT I FIRST ARTICLE - GOVERNMENT TEST - ADDITIONAL REQUIREMENTS (SEP 2008)
(Applies if this contract requires First Article Testing.)

DLAD 52.209-9018 ALT VI FIRST ARTICLE - GOVERNMENT TEST - ADDITIONAL REQUIREMENTS (SEP 2008)
(Applies if this contract requires First Article Testing.)

DLAD 52.211-9006 CHANGES IN CONTRACTOR STATUS, ITEM ACQUIRED, AND/OR MANUFACTURING PROCESS/FACILITY -- CRITICAL SAFETY ITEMS (APR 2014) (Applies if this contract is for Critical Safety Items.)

DLAD 52.211-9007 WITHHOLDING OF MATERIAL REVIEW BOARD (MRB) AUTHORITY-CRITICAL SAFETY ITEMS (NOV 2011)

DLAD 52.211-9010 SHIPPING LABEL REQUIREMENTS - MILITARY STANDARD (MIL-STD) 129P (APR 2014)
(Applicable where subcontractors will be shipping supplies directly to the Government.)

DLAD 52.211-9010 ALT I SHIPPING LABEL REQUIREMENTS - MILITARY STANDARD (MIL-STD) 129P - TAKES PRECEDENCE OVER SCHEDULE ALT I (AUG 2005) (Applicable where subcontractors will be shipping supplies directly to the Government.)

DLAD 52.211-9024 SHELF-LIFE ITEMS MANUFACTURING RESTRICTIONS (MAY 2013)

DLAD 52.211-9063 UNIT PACKAGE MARKING REQUIREMENT FOR COMPONENT LEAD FINISH (NOV 2011)
(Applicable where subcontractors will be shipping supplies directly to the Government.)

DLAD 52.211-9094 PREPARATION FOR DELIVERY (NOV 2012) (Applicable where subcontractors will be shipping supplies directly to the Government.)

DLAD 52.211-9095 PALLETIZATION SHIPMENTS (SEP 2012) (Applicable where subcontractors will be shipping supplies directly to the Government.)

DLAD 52.217-9006 SURGE AND SUSTAINMENT (S&S) REQUIREMENTS (NOV 2011)

DLAD 52.217-9007 SURGE AND SUSTAINMENT (S&S) INSTRUCTIONS TO OFFERORS (JUN 2012)

DLAD 52.217-9008 SURGE AND SUSTAINMENT (S&S) EVALUATION (NOV 2011)

DLAD 52.217-9009 SURGE AND SUSTAINMENT (S&S) PRICING (NOV 2011)

DLAD 52.217-9012 WARSTOPPER PROGRAM MATERIAL BUFFER AVAILABILITY (MAY 2013)

DLAD 52.245-9027 GOVERNMENT-FURNISHED PROPERTY (GFP) MECHANICAL GAUGES (LOANED) (INCLUDES FEDERAL SUPPLY CLASSES (FSCS) 5995 AND 6150) (NOV 2011)

DLAD 52.246-9003 MEASURING AND TEST EQUIPMENT (JAN 2014)

DLAD 52.246-9004 PRODUCT VERIFICATION TESTING (MAR 2014) (Applies if this contract requires Production Verification Testing.)

DLAD 52.246-9008 INSPECTION AND ACCEPTANCE AT ORIGIN (NOV 2011)

DLAD 52.246-9008 ALT I INSPECTION AND ACCEPTANCE AT ORIGIN (AUG 2007)

DLAD 52.246-9039 REMOVAL OF GOVERNMENT IDENTIFICATION FROM NON-ACCEPTED SUPPLIES (NOV 2011)

DLAD 52.246-9042 DOCUMENTATION OF TRACEABILITY-QUALIFIED PRODUCTS LIST/QUALIFIED MANUFACTURERS LIST (QPL/QML) INTEGRATED CIRCUITS, HYBR (NOV 2011)

DLAD 52.246-9065 PROTECTION FROM DEGRADATION DUE TO ELECTROSTATIC/ELECTROMAGNETIC FORCES (NOV 2011)

DLAD 52.246-9085 PRODUCTION LOT TESTING (PLT) - GOVERNMENT (JAN 2015) (Applies if this contract requires Production Lot Testing.)

DLAD 52.246-9086 PRODUCTION LOT TESTING (PLT) - CONTRACTOR (JAN 2015) (Applies if this contract requires Production Lot Testing.)

DLAD 52.246-9086 ALT I PRODUCTION LOT TESTING (PLT) - CONTRACTOR (JUL 2011) (Applies if this contract requires Production Lot Testing.)

DLAD 52.247-9011 VENDOR SHIPMENT MODULE (VSM) (NOV 2011) (Applicable where subcontractors will be shipping supplies directly to the Government.)

DLAD 52.247-9012 REQUIREMENTS FOR TREATMENT OF WOOD PACKAGING MATERIAL (WPM) (FEB 2007) (Applicable where subcontractors will be shipping supplies directly to the Government.)

DLAD 52.247-9036 SHIPPING INSTRUCTIONS (EXPORT) (NOV 2011) (Applicable where subcontractors will be shipping supplies directly to the Government.)

DLAD 52.247-9037 TRANS-SHIPMENT OF MATERIAL THROUGH DLA CONTAINERIZATION AND CONSOLIDATION POINTS (CCP) (NOV 2011) (Applicable where subcontractors will be shipping supplies directly to the Government.)

Part IV. SECTION H –PRIME CONTRACT SPECIAL PROVISIONS

For purposes of this Section H, “Government” means the United States Government. The following Section H clauses are incorporated into the Contract in full-text:

[RESERVED]