



## FAR/DFAR Supplemental Flow Down Terms

The following clauses from the Federal Acquisition Regulation ("FAR") and the Department of Defense FAR Supplement ("DFARS") are applicable to, and incorporated by reference into all Solicitations and purchase orders ("Order") issued by Centroid, see FAR 2.101, in which the ultimate purchaser or end user is the United States Government or any instrumentality thereof. The following clauses shall have the same force and effect as if set forth below in full text. The dates of these clauses are the dates in effect as of the date of the Order issued by Centroid. Supplier agrees to flow-down, as required, all applicable FAR and DFARS clauses as such are in effect as of the date of the Order. Supplier further agrees that all notifications and other communications required by these clauses shall be made through Centroid's Purchasing Representative, unless the Order specifically provides otherwise.

Except as noted below, the following changes to the FAR and DFARS clauses are made for incorporation of these clauses into the Order in order to make the context of these clauses reflect the contractual relationship between Centroid and Supplier: "Contractor" or "prime contractor" or "Offeror" shall mean "Supplier." "Government" shall mean "Centroid." "Contracting Officer" shall mean "Centroid's Purchasing Representative." "Contract" or "Schedule" shall mean the Order(s) issued by Centroid to Supplier. Provided, however, that the terms "Government", and "Contracting Officer", do not change (1) when a right, act, authorization or obligation can be granted or performed only by the Government or its duly authorized representative; (2) when title to property is to be transferred directly to the Government; (3) with regard to FAR 52.203-6, 52.227-1, 52.227-2; and (4) where specifically modified as noted below:

### Applicable to all Solicitations or Orders

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| 52.202-1  | Definitions                                                                                                                                       |
| 52.203-3  | Gratuities                                                                                                                                        |
| 52.203-5  | Covenant Against Contingent Fees                                                                                                                  |
| 52.203-7  | Anti-Kickback Procedures                                                                                                                          |
| 52.203-8  | Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity                                                                  |
| 52.203-10 | Price or Fee Adjustment for Illegal or Improper Activity                                                                                          |
| 52.203-12 | Limitation on Payments to Influence Certain Federal Transactions                                                                                  |
| 52.203-13 | Contractor Code of Business Ethics and Conduct                                                                                                    |
| 52.203-19 | Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements                                                                |
| 52.204-9  | Personal Identity Verification of Contractor Personnel                                                                                            |
| 52.204-13 | System for Award Management Maintenance                                                                                                           |
| 52.204-21 | Basic Safeguarding of Covered Information Systems                                                                                                 |
| 52.204-23 | Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities                 |
| 52.204-24 | Representation Regarding Certain Telecommunications and Video Surveillance Services or Equipment                                                  |
| 52.204-25 | Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment                                            |
| 52.204-27 | Prohibition on a ByteDance Covered Application                                                                                                    |
| 52.209-6  | Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended or Proposed for Debarment, or Voluntarily Excluded. |
| 52.211-5  | Material Requirements                                                                                                                             |
| 52.211-15 | Defense Priority and Allocation Requirements                                                                                                      |
| 52.212-5  | Contract Terms and Conditions Required to Implement Statutes or Executive Orders - Commercial Products and Commercial Services                    |
| 52.215-16 | Facilities Capital Cost of Money                                                                                                                  |
| 52.215-17 | Waiver of Facilities Capital Cost of Money                                                                                                        |
| 52.215-19 | Notification of Ownership Changes                                                                                                                 |



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| 52.219-8                                                                                                                        | Utilization of Small Business Concerns                                                                                                     |
| 52.222-1                                                                                                                        | Notice to the Government of Labor Disputes                                                                                                 |
| 52.222-19                                                                                                                       | Child Labor - Cooperation with Authorities and Remedies                                                                                    |
| 52.222-35                                                                                                                       | Equal Opportunity for Veterans                                                                                                             |
| 52.222-36                                                                                                                       | Affirmative Action for Workers with Disabilities                                                                                           |
| 52.222-37                                                                                                                       | Employment Reports on Veterans                                                                                                             |
| 52.222-40                                                                                                                       | Notification of Employee Rights Under the National Labor Relations Act                                                                     |
| 52.222-50                                                                                                                       | Combating Trafficking in Persons                                                                                                           |
| 52.222-54                                                                                                                       | Employment Eligibility Verification                                                                                                        |
| 52.222-55<br>(Except in<br>states where a<br>specific state<br>court injunction<br>applies-Texas,<br>Louisiana,<br>Mississippi) | Minimum Wages Under Executive Order 14026                                                                                                  |
| 52.222-90                                                                                                                       | Addressing DEI Discrimination by Federal Contractors, Executive Order 14398                                                                |
| 52.223-3                                                                                                                        | Hazardous Material Identification and Material Safety Data                                                                                 |
| 52.223-6                                                                                                                        | Drug-Free Workplace                                                                                                                        |
| 52.223-7                                                                                                                        | Notice of Radioactive Materials                                                                                                            |
| 52.223-11                                                                                                                       | Ozone-Depleting Substances and High Global Warming Potential Hydrofluorocarbons                                                            |
| 52.224-3                                                                                                                        | Privacy Training                                                                                                                           |
| 52.225-1                                                                                                                        | Buy American-Supplies                                                                                                                      |
| 52.225-3                                                                                                                        | Buy American-free Trade Agreements – Israeli Trade Act                                                                                     |
| 52.225-5                                                                                                                        | Trade Agreements                                                                                                                           |
| 52.225-8                                                                                                                        | Duty-Free Entry                                                                                                                            |
| 52.225-13                                                                                                                       | Restrictions on Certain Foreign Purchases                                                                                                  |
| 52.225-20                                                                                                                       | Prohibition on Contracting with Entities Engaging in Certain Activities or Transactions Relating to Iran—Representation and Certifications |
| 52.225-25                                                                                                                       | Prohibition on Conducting Restricted Business Operations in Sudan—Certification                                                            |
| 52.227-3                                                                                                                        | Patent Indemnity                                                                                                                           |
| 52.227-9                                                                                                                        | Refund of Royalties                                                                                                                        |
| 52.227-11                                                                                                                       | Patent Rights – Ownership by the Contractor                                                                                                |
| 52.227-14                                                                                                                       | Rights in Data – General                                                                                                                   |
| 52.229-3                                                                                                                        | Federal, State and Local Taxes                                                                                                             |
| 52.229-6                                                                                                                        | Taxes- Foreign Fixed-Price Contracts                                                                                                       |
| 52.229-10                                                                                                                       | State of New Mexico Gross Receipts and Compensating Tax                                                                                    |
| 52.230-2                                                                                                                        | Cost Accounting Standards                                                                                                                  |
| 52.230-3                                                                                                                        | Disclosure and Consistency of Cost Accounting Practices                                                                                    |
| 52.230-4                                                                                                                        | Disclosure and Consistency of Cost Accounting Practices – Foreign Concerns                                                                 |
| 52.230-6                                                                                                                        | Administration of Cost Accounting Standards                                                                                                |
| 52.232-40                                                                                                                       | Providing Accelerated Payments to Small Business Subcontractors                                                                            |
| 52.233-3                                                                                                                        | Protest after Award                                                                                                                        |
| 52.242-15                                                                                                                       | Stop-Work Order                                                                                                                            |
| 52.243-6                                                                                                                        | Change Order Accounting                                                                                                                    |
| 52.244-5                                                                                                                        | Competition in Subcontracting                                                                                                              |
| 52.244-6                                                                                                                        | Subcontracts for Commercial Products and Commercial Services                                                                               |
| 52.245-1                                                                                                                        | Government Property                                                                                                                        |



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| 52.245-9     | Use and Charges                                                                                             |
| 52.246-1     | Contractor Inspection Requirements                                                                          |
| 52.246-2     | Inspection of Supplies – Fixed Price                                                                        |
| 52.246-4     | Inspection of Services – Fixed Price                                                                        |
| 52.246-16    | Responsibility for Supplies                                                                                 |
| 52.246-26    | Reporting Nonconforming Items                                                                               |
| 52.247-63    | Preference for U.S. Flag Air Carriers                                                                       |
| 52.247-64    | Preference for Privately Owned U.S. Flag Commercial Vessels                                                 |
| 52.248-1     | Value Engineering (Solicitations/Awards over \$100,000)                                                     |
| 52.249-1     | Termination for Convenience of the Government (Fixed-Price) (Short Form)                                    |
| 52.249-2     | Termination for Convenience of the Government (Fixed-Price)                                                 |
| 52.249-8     | Default (Fixed-Price Supply and Service)                                                                    |
| 252.203-7000 | Representation Relating to Compensation of Former DoD Officials                                             |
| 252.203-7002 | Requirement to Inform Employees of Whistleblower Rights                                                     |
| 252.203-7003 | Agency Office of the Inspector General                                                                      |
| 252.204-7000 | Disclosure of Information                                                                                   |
| 252.204-7003 | Control of Government Personnel Work Product                                                                |
| 252.204-7004 | System for Award Management (SAM) (Alt A)                                                                   |
| 252.204-7008 | Compliance with Safeguarding Covered Defense Information Controls                                           |
| 252.204-7009 | Limitations on the Use or Disclosure of Third Party Contractor Reported Cyber Incident Information          |
| 252.204-7012 | Safeguarding of Unclassified Controlled Technical Information                                               |
| 252.204-7014 | Limitations on the Use or Disclosure of Information by Litigation Support Contractors                       |
| 252.204-7015 | Disclosure of Information to Litigation Support Contractors                                                 |
| 252.204-7016 | Covered Defense Telecommunications Equipment or Service-Representation                                      |
| 252.204-7017 | Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services – Representation |
| 252.204-7018 | Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services                  |
| 252.204-7019 | Notice of NIST SP 800-171 DoD Assessment Requirements                                                       |
| 252.204-7020 | NIST SP 800-171 DoD Assessment Requirements                                                                 |
| 252.204-7021 | Contractor Compliance with the Cybersecurity Maturity Model Certification Level Requirements                |
| 252.208-7000 | Intent to Furnish Precious Metals as Government Furnished Material                                          |
| 252.211-7003 | Item Unique Identification and Valuation                                                                    |
| 252.211-7008 | Use of Government Assigned Serial Numbers                                                                   |
| 252.215-7010 | Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data          |
| 252.223-7001 | Hazard Warning Labels                                                                                       |
| 252.222-7007 | Representation Regarding Combating Trafficking in Persons                                                   |
| 252.223-7008 | Prohibition of Hexavalent Chromium                                                                          |
| 252.225-7001 | Buy American Act and Balance of Payments Program                                                            |
| 252.225-7002 | Qualifying Country Sources as Subcontractors                                                                |
| 252.225-7007 | Prohibition on Acquisition of Certain Items from Communist Chinese Military Companies                       |
| 252.225-7008 | Restriction on Acquisition of Specialty Metals                                                              |
| 252.225-7009 | Restriction on Acquisition of Certain Articles Containing Specialty Metals                                  |
| 252.225-7010 | Commercial Derivative Military Article – Specialty Metals Compliance Certificate                            |



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| 252.225-7012 | Preference for Certain Domestic Commodities                                                                                                                                                 |
| 252.225-7013 | Duty Free Entry                                                                                                                                                                             |
| 252.225-7014 | Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation                                                                                                 |
| 252.225-7015 | Restriction on Acquisition of Hand or Measuring Tools                                                                                                                                       |
| 252.225-7016 | Restriction on Acquisition of Ball and Roller Bearings                                                                                                                                      |
| 252.225-7021 | Trade Agreements                                                                                                                                                                            |
| 252.225-7022 | Restrictions on Acquisition of Forgings                                                                                                                                                     |
| 252.225-7030 | Restriction on Acquisition of Carbon, Alloy, and Armor Steel Plate                                                                                                                          |
| 252.225-7033 | Waiver of United Kingdom Levies                                                                                                                                                             |
| 252.225-7036 | Buy American Act – Free Trade Agreement Balance of Payments Program                                                                                                                         |
| 252.225-7043 | Antiterrorism/force protection policy for defense contractors outside the United States (applicable if Supplier will be performing or traveling outside the United States under this Order) |
| 252.225-7048 | Export-Controlled Items                                                                                                                                                                     |
| 252.225-7052 | Restriction on the Acquisition of Certain Magnets, Tantalum, and Tungsten                                                                                                                   |
| 252.225-7058 | Post Award Disclosure of Employment of Individuals Who Work in the People's Republic of China                                                                                               |
| 252.225-7972 | Prohibition on the Procurement of Foreign-Made Unmanned Aircraft Systems                                                                                                                    |
| 252.226-7001 | Utilization of Indian Organizations, Indian Owned Economic Enterprises and Native Hawaiian Small Business Concerns                                                                          |
| 252.227-7015 | Technical Data – Commercial Items                                                                                                                                                           |
| 252.227-7016 | Rights in Bid or Proposal Information                                                                                                                                                       |
| 252.227-7017 | Identification and Assertion of Use, Release, or Disclosure Restrictions                                                                                                                    |
| 252.227-7019 | Validation of Asserted Restrictions – Computer Software                                                                                                                                     |
| 252.227-7025 | Limitations on the use or Disclosure of Government Furnished Information Marked with Restrictive Legends                                                                                    |
| 252.227-7026 | Deferred Delivery of Technical Data or Computer Software                                                                                                                                    |
| 252.227-7027 | Deferred Ordering of Technical Data or Computer Software                                                                                                                                    |
| 252.227-7028 | Technical Data or Computer Software Previously Delivered to the Government                                                                                                                  |
| 252.227-7030 | Technical Data – Withholding of Payment                                                                                                                                                     |
| 252.227-7037 | Validation of Restrictive Markings on Technical Data                                                                                                                                        |
| 252.227-7038 | Patent Rights – Ownership by Contractor (Large Business)                                                                                                                                    |
| 252.227-7039 | Patents – Reporting of Subject Inventions                                                                                                                                                   |
| 252.228-7001 | Ground and Flight Risk                                                                                                                                                                      |
| 252.228-7005 | Mishap Reporting and Investigation Involving Aircraft, Missiles, and Space Launch Vehicles                                                                                                  |
| 252.231-7000 | Supplemental Cost Principles                                                                                                                                                                |
| 252.232-7017 | Accelerating Payments to Small Business Subcontractors – Prohibition on Fees and Consideration                                                                                              |
| 252.235-7003 | Frequency Authorization                                                                                                                                                                     |
| 252.239-7018 | Supply Chain Risk                                                                                                                                                                           |
| 252.244-7000 | Subcontracts for Commercial Items                                                                                                                                                           |
| 252.245-7001 | Tagging, Labeling, and Marking of Government Furnished Property                                                                                                                             |
| 252.245-7002 | Reporting Loss of Government Property                                                                                                                                                       |
| 252.245-7003 | Contractor Property Management Team Administration                                                                                                                                          |
| 252.246-7001 | Warranty of Data                                                                                                                                                                            |
| 252.246-7003 | Notification of Potential Safety Issues                                                                                                                                                     |
| 252.246-7007 | Contractor Counterfeit Electronic Part Detection and Avoidance System                                                                                                                       |



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| 252.246-7008 | Sources of Electronic Parts                       |
| 252.247-7022 | Representation of Extent of Transportation by Sea |
| 252.247-7023 | Transportation of Supplies by Sea                 |
| 252.247-7024 | Notification of Transportation of Supplies by Sea |

**Applicable to all Solicitations or Orders Over the Micro-Purchase Threshold as defined at FAR 2.101 (\$10,000) also include (if not already included):**

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| 52.204-7  | System for Award Management                                            |
| 52.222-40 | Notification of Employee Rights Under the National Labor Relations Act |
| 52.222-3  | Convict Labor                                                          |
| 52.223-18 | Encouraging Contractor Policies to Ban Text Messaging While Driving    |
| 52.222-36 | Affirmative Action for Workers with Disabilities                       |

**Applicable to all Solicitations or Orders \$30,000 also include (if not already included):**

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| 52.204-10 | Reporting Executive Compensation and First-Tier Subcontract Awards |
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**Applicable to all Solicitations or Orders \$35,000 also include (if not already included):**

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| 52.209-6 | Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment |
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**Applicable to all Solicitations or Orders \$150,000 also include (if not already included):**

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| 52.203-7     | Anti-Kickback Procedures                                                                                                   |
| 52.203-11    | Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions                                  |
| 52.203-12    | Limitation on Payments to Influence Certain Federal Transactions                                                           |
| 52.222-4     | Contract Work Hours and Safety Standards – Overtime Compensation                                                           |
| 52.222-35    | Equal Opportunity for Veterans                                                                                             |
| 52.222-37    | Employment Reports on Veterans                                                                                             |
| 252.209-7004 | Subcontracting with Firms that are Owned or Controlled by the Government of a Country that is a State Sponsor of Terrorism |
| 252.249-7002 | Notification of Anticipated Contract Termination or Reduction excludes paragraph (c)                                       |

**Applicable to all Solicitations or Orders over the Simplified Acquisition Threshold as defined at FAR 2.101 (\$250,000) also include (if not already included):**

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| 52.203-6  | Restrictions on Subcontractor Sales to the Government                                                |
| 52.203-17 | Contractor Employee Whistleblower Rights and Requirement to inform Employees of Whistleblower Rights |
| 52.204-8  | Annual Representations and Certifications (Applies to Small Business Concerns)                       |
| 52.209-5  | Certification Regarding Responsibility Matters                                                       |
| 52.215-2  | Audit and Records – Negotiation                                                                      |



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| 52.215-14    | Integrity of Unit Prices, and Alt1                                                          |
| 52.215-20    | Requirements for cost or pricing data or information other than cost or pricing data        |
| 52.215-21    | Requirements for cost or pricing data or information other than cost or pricing data - MODS |
| 52.219-8     | Utilization of Small Business Concerns                                                      |
| 52.227-1     | Authorization and Consent                                                                   |
| 52.227-2     | Notice and Assistance Regarding Patent and Copyright Infringement                           |
| 52.242-13    | Bankruptcy                                                                                  |
| 252.203-7001 | Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies        |

**Applicable to all Solicitations or Orders over \$550,000 also include (if not already included):**

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| 52.209-7     | Information Regarding Responsibility Matters                                                                        |
| 52.209-9     | Updates of Publicly Available Information Regarding Responsibility Matters                                          |
| 52.222-50    | Combating Trafficking in Persons                                                                                    |
| 52.222-56    | Certification Regarding Trafficking in Persons Compliance Plan                                                      |
| 252.203-7001 | Prohibition on Persons Convicted of Fraud or Other Defense Contract Related Felonies                                |
| 252.226-7001 | Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns |
| 252.215-7010 | Requirements for Certified Cost or Pricing Data and Data Other than Certified Cost or Pricing Data                  |

**Applicable to all Solicitations or Orders over \$750,000 also include (if not already included):**

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| 52.214-26 | Audit and Records – Sealed Bidding                                                                       |
| 52.214-27 | Price Reduction for Defective Cost or Pricing Data – Modifications-Seal Bidding                          |
| 52.214-28 | Subcontractor Cost or Pricing Data – Modifications – Sealed Bidding                                      |
| 52.215-10 | Price Reduction for Defective Cost or Pricing Data                                                       |
| 52.215-11 | Price Reduction for Defective Cost or Pricing Data - Modifications                                       |
| 52.215-12 | Subcontractor Cost or Pricing Data                                                                       |
| 52.215-13 | Subcontractor Cost or Pricing Data - Modifications                                                       |
| 52.215-18 | Reversion or Adjustment of Plans for Post-Retirement Benefits (PRB) Other Than Pensions                  |
| 52.215-19 | Notification of Ownership Changes                                                                        |
| 52.215-22 | Limitations on Pass-Through Charges—Identification of Subcontract Effort                                 |
| 52.215-23 | Limitations on pass-through charges                                                                      |
| 52.219-9  | Small Business Subcontracting Plan (Not applicable if the work is performed by a small Business concern) |
| 52.230-1  | Cost Accounting Standards Notices and Certification                                                      |
| 52.230-2  | Cost Accounting                                                                                          |
| 52.230-3  | Disclosure and Consistency of Cost Accounting Practices                                                  |
| 52.230-6  | Administration of Cost Accounting Standards                                                              |
| 52.230-7  | Proposal Disclosure—Cost Accounting Practice Changes                                                     |
| 52.232-17 | Interest                                                                                                 |



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| 252.215-7000 | Pricing Adjustments                 |
| 252.215-7002 | Cost Estimating System Requirements |
| 252.219-7003 | Small Business Subcontracting Plan  |
| 252.231-7000 | Supplemental Cost Principles        |
| 252.243-7001 | Pricing of Contract Modifications   |

**Applicable to all Solicitations or Orders over \$1,000,000 also include (if not already included):**

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| 252.222-7006 | Restrictions on the Use of Mandatory Arbitration Agreements |
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**Applicable to all Solicitations or Orders Where Cost or Pricing Data is Required (\$2.5M as of Mar26 - \$10M as of Jun26) also include (if not already included):**

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| 52.214-26    | Audit and Records – Sealed Bidding                                                                                       |
| 52.214-27    | Price Reduction for Defective Cost or Pricing Data – Modifications – Sealed Bidding                                      |
| 52.214-28    | Subcontractor Cost or Pricing Data – Modifications Sealed Bidding                                                        |
| 52.215-11    | Price Reduction for Defective Certified Cost or Pricing Data                                                             |
| 52.215-12    | Subcontractor Certified Cost or Pricing Data                                                                             |
| 52.215-13    | Subcontractor Certified Cost or Pricing Data – Modifications                                                             |
| 52.215-15    | Pension Adjustments and Asset Reversions                                                                                 |
| 52.215-18    | Reversion or Adjustment of Plans for Post-Retirement Benefits (PRB) Other Than Pensions                                  |
| 52.215-20    | Requirements for Certified Cost or Pricing or Pricing Data and Data Other than Certified Cost or Pricing                 |
| 52.215-21    | Requirements for Certified Cost or Pricing or Pricing Data and Data Other than Certified Cost or Pricing – Modifications |
| 52.215-23    | Limitations on Pass-Through Charges                                                                                      |
| 252.215-7010 | Requirements for Certified Cost or Pricing Data and Data Other than Certified Cost or Pricing Data                       |

**Applicable to all Solicitations or Orders Over \$6,000,000 also include (if not already included):**

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| 52.203-13    | Contractor Code of Business Ethics and Conduct |
| 52.203-14    | Display of Hotline Poster(s)                   |
| 252.203-7004 | Display of Hotline Posters                     |

To the extent that any clause is inapplicable to the performance of the Contract, the Parties shall consider such clauses to be self-deleting, and they shall not impose any obligations on the Parties. The date of the clauses incorporated by reference (as applicable) are the same as the dates of the corresponding clauses in BUYER's contract with the U.S. Government or higher-tier contractor.