

FEDERAL ACQUISITION REGULATION (FAR) and DEFENSE FEDERAL ACQUISITION REGULATION SUPPLEMENT (DFARS) FLOWDOWN CLAUSES

The following clauses as set forth in the FAR and DFARS effective on the date of this Purchase Order--unless otherwise indicated--are hereby incorporated by reference as if set forth in full. The listed clauses shall have full effect unless otherwise indicated or the text of the applicable clauses render them inapplicable, in which case the clause shall be self-deleting. Seller shall flow down the applicable FAR and DFARS clauses as required in any lower-tier subcontract.

Disputes shall not be subject to any Dispute provisions contained within any of the clauses and shall instead be subject to the Dispute section of the [ASAP Semiconductor Terms & Conditions](#).

To resolve ambiguity in subcontracts, the following terms appearing in the clauses shall have the corresponding meanings: "Contractor" means "Seller"; "Contracting Officer" means "Buyer"; "Contract" means this Purchase Order; and "Government" means "Buyer or the Government" as necessary to give effect to the clause. Note, 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 the Contracting Officer or duly authorized representative; (2) when title to property is to be transferred directly to the Government; and (3) in FAR 52.227-1, 52.227-2, and DFARS 252.227-7013 and 252.227-7014

By accepting this Purchase Order Seller represents and certifies to the best of its knowledge and belief, that the Seller and/or any of its principals: are not presently debarred, suspended, proposed for debarment, or declared ineligible for the award of contracts by any Federal agency; have not, within a three-year period preceding this offer, been convicted of or had a civil judgment rendered against them for: commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State, or local) contract or subcontract; violation of Federal or State antitrust statutes relating to the submission of offers; or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, tax evasion, violating Federal criminal tax laws, or receiving stolen property; are not presently indicted for, or otherwise criminally or civilly charged by a governmental entity with, commission of any of the offenses enumerated in the preceding clause; have not, within a three-year period preceding this offer, been notified of any delinquent Federal taxes in an amount that exceeds the threshold at 9.104-5(a)(2) for which the liability remains unsatisfied; and has not, within a three-year period preceding this Purchase Order, had one or more contracts terminated for default by any Federal agency.

<i>Applicable to All Orders</i>	
52.203-19 Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements	Does not apply to personal services contracts performed entirely by an individual not in a capacity as an employee
52.204-2 Security Requirements	Applies only to contracts and subcontracts that involve access to classified information. This flow down excludes the Changes clause of any contract.
52.204-21 Basic Safeguarding of Covered Contractor Information Systems	Does not apply to subcontracts for acquisition of COTS items
52.204-23 Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities	
52.204-25 Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment	Excluding paragraph (b)(2) of clause
52.212-5 Contract Terms and Conditions Required to Implement Statutes or Executive Orders – Commercial Items	Commercial items only
52.222-4 Contract Work Hours and Safety Standards -Overtime Compensation	As applicable per clause
52.222-21 Prohibition of Segregated Facilities	
52.222-26 Equal Opportunity	
52.222-40 Notification of Employee Rights Under the National Labor Relations Act	
52.222-50 Combatting Trafficking in Persons	
52.222-51 Exemption from Application of the Service Contract Labor Standards to Contracts for Maintenance, Calibration, or Repair	

of Certain Equipment – Requirements	
52.222-53 Exemption from Application of the Service Contract Labor Standards to Contracts for Certain Services – Requirements	
52.222-54 Employment Eligibility Verification	
52.222-55 Minimum Wages Under Executive Order 13658	
52.222-56 Certification Regarding Trafficking in Persons Compliance Plan	
52.223-18 Encouraging Contractor Policies to Ban Text Messaging While Driving	
52.225-13 Restrictions on Certain Foreign Purchases	
52.232-39 Unenforceability of Unauthorized Obligations	
52.232-40 Providing Accelerated Payments to Small Business Subcontractors	
52.234-1 Industrial Resources Developed Under Defense Production Act Title III	
52.244-6 Subcontracts for Commercial Items	
52.246-2 Inspection of Supplier – Fixed-Price	
52.247-63 Preference for U.S.-Flag Air Carriers	
52.247-64 Preference for U.S.-Flag Commercial Vessels	
252.203-7002 Requirement to Inform Employees of Whistleblower Rights	
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 Covered Defense Information and Cyber Incident Reporting	
252.204-7014 Limitations on the Use or Disclosure of Information by Litigation Support Contractors	
252.204-7015 Notice of Authorized Disclosure of Information for Litigation Support	
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 Cybersecurity Maturity Model Certification Requirements	Does not apply to COTS items
252.208-7000 Intent to Furnish Precious Metals as Government-Furnished Material	
252.223-7001 Hazard Warning Labels	
252.223-7002 Safety Precautions for Ammunition and Explosives	
252.223-7008 Prohibition of Hexavalent Chromium	
252.225-7009 Restriction on Acquisition of Certain Articles Containing Specialty Metals	As limited by clause
252.225-7012 Preference for Certain Domestic Commodities	

252.225-7013 Duty – Free Entry	
252.225-7015 Restriction on Acquisition of Hand or Measuring Tools	
252.225-7016 Restriction on Acquisition of Ball and Roller Bearings	Does not apply to commercial items
252.225-7028 Exclusionary Policies and Practices of Foreign Governments	
252.225-7048 Export Controlled Items	
252.227-7016 Rights in Bid or Proposal Information	
252.239-7010 Cloud Computing Services	
252.244-7000 Subcontracts for Commercial Items	
252.246-7003 Notification of Potential Safety Issues	
252.246-7007 Contractor Counterfeit Electronic Part Detection and Avoidance System	
252.246-7008 Sources of Electronic Parts	
252.249-7002 Notification of Anticipated Contract Termination or Reduction	

<i>Orders Exceeding the Simplified Acquisition Threshold</i>	
52.203-3 Gratuities	
52.203-5 Covenant Against Contingent Fees	Non-commercial items only
52.203-6 Restrictions on Subcontractor Sales to the Government <i>Alternate I</i>	
52.203-6 Restrictions on	Non-commercial items only

Subcontractor Sales to the Government	
52.203-16 Preventing Personal Conflicts of Interest	Applies only to acquisition functions closely associated with inherently governmental functions
52.203-17 Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights	
52.204-4 Printed or Copied Double-Sided on Postconsumer Fiber Content Paper	
52.215-2 Audit Records – Negotiation	As applicable per paragraph (g) of this clause
52.215-14 Integrity of Unit Prices	Must exceed Simplified Acquisition Threshold. Does not apply to commercial items.
52.219-8 Utilization of Small Business Concerns	
52.222-38 Compliance with Veterans' Employment Reporting Requirements	Does not apply to commercial items.
52.225-8 Duty-Free Entry	
52.227-1 Authorization and Consent	
52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement	
52.242-13 Bankruptcy	
52.244-5 Competition in Subcontracting	
252.203-7001 Prohibition on Persons Convicted of Fraud or Other Defense Contract Related Felonies	
252.215-7010 Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data	

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<i>Orders Exceeding a Specific Value</i>	
52.203-7 Anti-Kickback Procedures	Orders exceeding \$150,000 for non-commercial items only (or value as specified in FAR 3.502-2(i))
52.203-11 Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions	Orders expected to exceed \$150,000
52.203-12 Limitation on Payments to Influence Certain Federal Transactions	Orders expected to exceed \$150,000
52.203-13 Contractor Code of Business Ethics and Conduct	Only for Orders exceeding \$6 million (or value specified in FAR 3.1004(a)) and a performance period more that 120 days
52.203-14 Display of Hotline Posters	Only for Orders exceeding \$6 million (or value specified in FAR 3.1004(b))1)) for non-commercial items. Does not apply to performance entirely outside the United States.
52.209-6 Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended or Proposed for Debarment	Only for Orders exceeding \$35,000. Does not apply to acquisitions of commercial items or COTS items.
52.214-26 Audit and Records-Sealed Bidding	Only for Orders exceeding \$2 million
52.214-28 Subcontractor Certified Cost or Pricing Data-Modifications-Sealed Bidding	Only for Orders exceeding \$2 million
52.215-10 Price Reduction for Defective Certified Cost or Pricing Data	Only for Orders exceeding \$2 million
52.215-11 Price Reduction for Defective Certified Cost or Pricing Data – Modifications	Only for Orders exceeding \$2 million
52.215-12 Subcontractor Certified	Only for Orders exceeding \$2 million

Cost or Pricing Data	
52.215-13 Subcontractor Certified Cost or Pricing Data – Modifications	Only for Orders exceeding \$2 million
52.215-15 Pension Adjustments and Asset Reversions	Only for Orders exceeding \$2 million
52.215-18 Reversion or Adjustment of Plans for Postretirement Benefits (PRB) Other than Pensions	Only for Orders exceeding \$2 million
52.215-19 Notification of Ownership Changes	Only for Orders exceeding \$2 million
52.215-23 Limitation on Pass-Through Charges	For cost-reimbursement subcontracts exceeding Simplified Acquisition Threshold except DoD subcontracts exceeding \$2 million
52.222-20 Contracts for Materials, Supplies, Articles and Equipment	For Orders exceeding \$15,000
52.222-35 Equal Opportunity for Veterans	For Orders exceeding \$150,000
52.222-36 Equal Opportunity for Workers with Disabilities	For Orders exceeding \$15,000
52.222-37 Employment Reports on Veterans	For Orders exceeding \$150,000
252.203-7004 Display of Hotline Posters	For Orders exceeding \$6 million. Does not apply to commercial items.
252.209-7004 Subcontracting with Firms that are Owned or Controlled by the Government of a Country that is a State Sponsor of Terrorism	For Orders exceeding \$150,000
252.222-7006 Restrictions on the Use of Mandatory Arbitration Agreements	Only for Orders exceeding \$1 million. Does not apply to commercial or COTS items.
252.226-7001 Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns	For Orders exceeding \$500,000

<i>Orders Under Specific Conditions</i>	
52.203-15 Whistleblower Protections Under the American Recovery and	Applies only to Orders funded by American Recovery and

Reinvestment Act of 2009	Reinvestment Act of 2009
52.204-9 Personal Identify Verification of Contractor Personnel	Applies only when subcontractor employees are required to have routine physical access to a Federally controlled facility and/or Federally controlled information system
52.209-3 First Article Approval- Contractor Testing	Applies only if referenced on Purchase Order
52.209-4 First Article Approval- Government Testing	Applies only if referenced on Purchase Order
52.211-5 Material Requirements	Applies only to contracts for non-commercial items when specifically referenced.
52.211-15 Defense Priority and Allocation Requirements	Applies only to Rated Orders
52.219-33 Nonmanufacturer Rule	As applicable per clause
52.223-3 Hazardous Material Identification and Material Safety Data	DoD Contracts Only
52.223-3 Hazardous Material Identification and Material Safety Data <i>Alternate I</i>	
52.223-11 Ozone-Depleting Substances	
52.225-1 Buy American – Supplies	As indicated
52.225-2 Buy American Certificate	When clause 52.225-1 applicable
52.225-5 Trade Agreements	As indicated
52.225-6 Trade Agreements Certificate	When clause 52.225-5 applicable
52.227-9 Refund of Royalties	If royalties negotiated exceed \$250
52.227-10 Filing of Patent Applications – Classified Subject Matter	As applicable per clause
52.227-11 Patent Rights – Ownership by the Contractor	As applicable per clause
52.227-13 Patent Rights-Ownership by the Government	As applicable per clause

52.230-2 Cost Accounting Standards	When indicated
52.230-3 Disclosure and Consistency of Cost Accounting Practices	Only for Orders exceeding \$2 million
52.230-6 Administration of Cost Accounting Standards	When clause 52.230-2 or 52.230-3 is applicable
252.204-7000 Disclosure of Information	When indicated
252.209-7010 Critical Safety Items	When indicated on Purchase Order
252.211-7003 Item Unique Identification and Valuation	
252.225-7001 Buy American and Balance of Payments Program	When applicable
252.225-7002 Qualifying Country Sources as Subcontractors	When applicable
252.225-7007 Prohibition on Acquisition of United States Munitions List Items from Communist Chinese Military Companies	Applies only to USML or "600 Series" CCL items
252.225-7021 Trade Agreements	
252.225-7025 Restriction on Acquisition of Forgings	
252.225-7030 Restriction on Acquisition of Carbon, Alloy, and Armor Steel Plate	
252.225-7036 Buy American – Free Trade Agreements – Balance of Payments Program	
252.225.7052 Restriction on Acquisition of Certain Magnets and Tungsten	
252.227-7013 Rights in Technical Data – Noncommercial Items	
252.227-7015 Technical Data – Commercial Items	
252.227-7025 Limitations on the Use or Disclosure of Government-Furnished Information Marked with	

Restrictive Legends	
252.227-7037 Validation of Restrictive Markings on Technical Data	
252.227-7038 Patent Rights-Ownership by the Contractor (Large Business)	
252.228-7005 Accident Reporting and Investigation Involving Aircraft, Missiles, and Space Launch Vehicles	
252.239-7016 Telecommunications Security Equipment, Devices, Techniques and Services	
252.243-7001 Pricing of Contract Modifications	
252.243-7002 Requests for Equitable Adjustment	
252.247-7023 Transportation of Supplies by Sea	If applicable, as indicated by clause