

WARREN PUMPS LLC, Attachment A

PROCUREMENT TERMS AND CONDITIONS

CONDITIONS APPLICABLE TO ORDERS PLACED UNDER UNITED STATES GOVERNMENT CONTRACTS / SUBCONTRACTS

The below listed Federal Acquisition Regulation (FAR) and the Department of Defense Federal Acquisition Regulation Supplement (DFARS) clauses are hereby incorporated by reference and made part of this Purchase Order with the same force and effect as though set forth in full text herein. Unless the text is these clauses clearly reserves rights in the Government only or as otherwise noted, the terms "Purchase Order" shall be substituted for "Contract", "Purchaser" for "Government" or "Contracting Officer", "Seller" for "Contractor", and "Seller's subcontractor" for "Subcontractor". The full text of a clause may be accessed electronically at these addresses:

<https://www.acquisition.gov/far/index.html> or <http://www.acq.osd.mil/dpap/dars/dfarspgi/current/index.html>.

Suppliers of rubber products as defined by MIL-HDBK-695 (which includes Warren Material Codes P20, P21, P22, P24, P25, P27, R005, R015, R028, R029, R042, R089, R094, R097, R098, R102, R103, R120, R140, R144, R147, R149 and R157) shall include documentation stating material shelf life and cure date with each shipment. Material shall have at least 85% of its shelf life remaining (as defined by MIL-HDBK-695), plus one quarter (3 months) at time of delivery. Failure to comply will result in automatic rejection and return of material at seller's expense.

Suppliers of Vellumoid products (Warren Material Codes R022, R135 and R161) shall include documentation stating material shelf life and manufacture date with each shipment. Material shall have at least 90% of its shelf life remaining (4.5 years) at time of delivery. Failure to comply will result in automatic rejection and return of material at seller's expense.

The affirmative action clause for disabled workers (41 CFR § 60-741.4), the equal opportunity clause in Section 202 of Executive Order 11246 (41 CFR § 60-1 through 60-50), and the affirmative action clause for covered veterans (41 CFR 6--300) are hereby incorporated herein by reference. Further, if applicable, seller agrees to file Standard Form 100 (EEO-1) and the VETS-100A report. The contractor agrees to comply with 29 CFR Part 471, Appendix A to Subpart A.

This contractor and subcontractor shall abide by the requirements of 41 CFR § 60-1.4(a), 60-300.5(a), and 60-741.5(a). These regulations prohibit discrimination against qualified individuals based on their status as protected veterans or individuals with disabilities and prohibit discrimination against all individuals based on their race, color, religion, sex, sexual orientation, gender identity or national origin. Moreover, these regulations require that covered prime contractors and subcontractors take affirmative action to employ and advance in employment individuals without regard to race, color, religion, sex, sexual orientation, gender identity, national origin, protected veteran status or disability.

FAR Section	Title	Date of Clause
52.203-3	Gratuities	Apr-84
52.203-5	Covenant Against Contingent Fee	Apr-84
52.203-6	Restrictions on Subcontractor Sales to the Government (applies to all Subcontracts >\$100K)	Sep-06
52.203-7	Anti-Kickback Procedures (applies to all Subcontracts >\$100K)	Jul-95
52.203-8	Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity	Jan-97
52.203-10	Price or Fee Adjustment for Illegal or Improper Activity	Jan-97
52.203-11	Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions	Sep-07
52.203-12	Limitation on Payments to Influence Certain Federal Transactions (applies to all Subcontracts >\$100K)	Sep-07
52.204-2	Security Requirements (applies to all Subcontracts that involve access to classified information)	Aug-96
52.209-6	Protecting the Governments Interest when Subcontracting with Contractors Debarred, Suspended or Proposed for Debarment	Sep-06
52.211-5	Material Requirements	Aug-00
52.215-2	Audit and Records – Negotiation (applies to all Subcontracts > \$100K, and(see Alternate 1))	Mar-09
52.215-19	Notification of Ownership Changes (applies to Subcontracts that meet the applicability requirement of FAR 15.408(k))	Oct-97
52.215-21	Requirements for Cost or Pricing Data or Information Other Than Cost or Pricing Data – Modifications (see FAR 15.408(m))	Oct-97
52.216-5	Price Redetermination – Prospective (no Subcontract may provide for payment on a cost-plus-a-percentage-of-cost basis)	Oct-97
52.216-6	Price Redetermination – Retroactive (no Subcontract may provide for payment on a cost-plus-a-percentage-of-cost basis)	Oct-97
52.216-7	Allowable Cost and Payment	Dec-02
52.219-8	Utilization of Small Business Concerns	May-04
52.219-9	Small Business Subcontracting Plan (only for subcontracts (except for Small Business Concerns) ≥ \$550K or ≥ \$1Mil for construction of any public facility)	Apr-08
52.222-1	Notice to the Government of Labor Disputes	Feb-97
52.222-4	Contract Work Hours and Safety Standards Act – Overtime Compensation (applies to Subcontracts that may require or involve employment of laborers and mechanics ... and in lower tier subcontracts)	Jul-05
52.222-11	Subcontracts (Labor Standards) (applies to all Subcontracts for construction within the U.S.)	Jul-05
52.222-19	Child Labor – Cooperation with Authorities & Remedies	Aug-09
52.222-20	Walsh-Healey Public Contracts Act	Dec-96
52.222-21	Prohibition of Segregated Facilities (applies to all Subcontracts that are subject to Equal Opportunity clause)	Feb-99

FAR Section	Title	Date of Clause
52.222-26	Equal Opportunity (applies to all Subcontracts that are not exempted by the rules, regulations, or orders of the Secretary of Labor, etc.)	Mar-07
52.222-27	Affirmative Action Compliance Requirements for Construction (applies only for subcontracts > \$10K)	Feb-99
52.222-35	Equal Opportunity for Special Disabled Veterans, veterans of the Vietnam Era, and Other Eligible Veterans (applies to Subcontracts > \$100K, unless exempted by rules, regulations, or orders of the Secretary)	Sep-06
52.222-36	Affirmative Action for Workers with Disabilities (applies to Subcontracts > \$10K, unless exempted by rules, regulations, or orders of the Secretary)	Jun-98
52.222-37	Employment Reports on Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans (only for Subcontracts ≥ \$100K unless exempted by rules, regulations, or orders of the Secretary of Labor)	Sep-06
52.222-38	Compliance with Veterans' Employment Reporting Requirements	Dec-01
52.222-50	Combating Trafficking in Persons	Feb-09
52.223-3	Hazardous Material Identification and Material Safety Data	Jan-97
52.223-7	Notice of Radioactive Materials (see clause for details of applicability for Subcontracts for radioactive materials)	Jan-97
52.223-14	Toxic Chemical Release Reporting (applies to all Subcontracts > \$100K (including all options) except paragraph (e))	Aug-03
52.224-2	Privacy Act	Apr-84
52.225-13	Restrictions on Certain Foreign Purchases (applies to all Subcontracts)	Jun-08
52.227-1	Authorization and Consent (applies to all Subcontracts expected to be > \$100K)	Dec-07
52.227-2	Notice and Assistance Regarding Patent and Copyright Infringement (applies to all Subcontracts expected to be > \$100K)	Dec-07
52.227-3	Patent Indemnity (for applicability to Subcontracts, see Alternate III)	Apr-84
52.227-6	Royalty Information	Apr-84
52.227-9	Refund of Royalties (applies to subcontracts in which the amount of royalties reported during negotiation > \$250)	Apr-84
52.227-10	Filing of Patent Applications – Classified Subject Matter (applies to all Subcontracts that cover or are likely to cover classified subject matter)	Dec-07
52.227-11	Patent Rights – Ownership by the Contractor (see clause for details that apply to Subcontractors)	Dec-07
52.227-13	Patent Rights – Ownership by the Government (Subcontractors review clause & clause 27.303(e))	Dec-07
52.227-14	Rights in Data – General (Subcontractor shall supply all data and rights therein necessary to fulfill the Contractor's obligations to the Government under this contract.)	Dec-07
52.228-3	Workers' Compensation Insurance (Defense Base Act) (applies to Subcontractors only for work outside the United States when the Defense Base Act applies)	Apr-84
52.228-4	Workers' Compensation and War-Hazard Insurance Overseas (applies to all Subcontracts to which the Defense Base Act (42 U.S.C. 1651, <i>et seq.</i>) would apply but for the waiver granted by the Secretary of Labor; and Subcontractor' employees who, but for a waiver granted by the Secretary of Labor, would be subject to the War Hazards Compensation Act (42 U.S.C. 1701, <i>et seq.</i>))	Apr-84
52.228-5	Insurance – Work on a Government Installation (applies to all Subcontracts)	Jan-97
52.230-2	Cost Accounting Standards (applies to negotiated Subcontracts > \$650K, except for exempted subcontracts)	Oct-08
52.230-3	Cost Accounting Standards (applies to negotiated Subcontracts > \$650K, except for exempted subcontracts)	Oct-08
52.230-6	Administration of Cost Accounting Standards (applies to all Subcontracts containing the clause 52.230-3)	Mar-08
52.234-1	Industrial Resources Developed Under Defense Production Act Title III	Dec-94
52.236-21	Specifications and Drawings for Construction (52.236-21(d) applies to all Subcontractors)	Feb-97
52.239-1	Privacy or Security Safeguards	Aug-96
52.242-1	Notice of Intent to Disallow Costs	Apr-84
52.242-3	Penalty for Unallowable Costs	May-01
52.242-4	Certification of Final Indirect Costs	Jan-97
52.242-17	Government Delay of Work	Apr-84
52.243-6	Change Order Accounting	Apr-84
52.243-7	Notification of Changes	Apr-84
52.244-2	Subcontracts	Jun-07
52.244-5	Competition in Subcontracting (applies per clause 44.204(c))	Dec-96
52.244-6	Subcontracts for Commercial Items (applies to all Subcontracts)	Dec-09
52.246-2	Inspection of Supplies – Fixed Price (applies for all Subcontractors if the Government performs inspection or test on the premises, see section (d) of the clause)	Aug-96
52.246-3	Inspection of Supplies – Cost-Reimbursement (applies to all Subcontractors)	May-01
52.246-4	Inspection of Services – Fixed Price (applies to all Subcontractors)	Aug-96
52.246-5	Inspection of Services – Cost-Reimbursement	Apr-84
52.246-6	Inspection – Time-and-Material and Labor-Hour (applies to all Subcontractors)	May-01
52.246-15	Certificate of Conformance	Apr-84
52.246-16	Responsibility for Supplies	Apr-84

FAR Section	Title	Date of Clause
52.246-17	Warranty of Supplies of a Noncomplex Nature	Jun-03
52.246-18	Warranty of Supplies of a Complex Nature	May-01
52.249-8	Default (Fixed-Price Supply and Service) (applies to all Subcontractors if the failure to perform is caused by the default of a subcontractor at any tier, and if the cause of the default is beyond the control of both the Contractor and subcontractor, and without the fault of negligence of either; see section (d) of this clause)	Apr-84
52.246-19	Warranty of Systems and Equipment under Performance Specifications or Design Criteria	May-01
52.246-23	Limitation of Liability	Feb-97
52.246-24	Limitation of Liability – High Value Items	Feb-97
52.246-25	Limitation of Liability – Services	Feb-97
52.247-63	Preference for U.S.-Flag Air Carriers (applies to all Subcontracts that may involve international air transportation)	Jun-03
52.247-64	Preference for Privately Owned U.S.-Flag Commercial Vessels (applies to all Subcontracts with exceptions as described in section (e)(4) of this clause)	Feb-06
52.248-1	Value Engineering (applies to all Subcontracts ≥ \$100K and possibly in ones of lesser value)	Feb-02
52.249-1	Termination for Convenience of the Government (Fixed-Price) (Short Form)	Apr-84
52.249-2	Termination for Convenience of the Government (Fixed-Price) (applies to all Subcontracts to the extent they relate to the work terminated)	May-04
52.249-6	Termination (Cost-Reimbursement) (termination of subcontracts, applies to all Subcontracts, to the extent they relate to the work terminated)	May-04
52.249-14	Excusable Delays (does NOT apply to defaults of Subcontractors at any tier; unless the failure was beyond the control of both the Contractor and Subcontractor; see clause for detail)	Apr-84

DFAR Section	Title	Date of Clause
252.203-7001	Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies (applies to all 1 st tier Subcontracts > \$100K, except those for commercial items or components)	Mar-99
252.204-7000	Disclosure of Information (applies to each Subcontract)	Dec-91
252.205-7000	Provision of Information to Cooperative Agreement Holders	Nov-04
252.208-7000	Intent to Furnish Precious Metals as Government- Furnished Material	Dec-91
252.209-7001	Disclosure of Ownership or Control by the Government of a Terrorist Country (applies only to Subcontracts owned by the U.S. – see clause for detail)	Jan-09
252.209-7002	Disclosure of Ownership or Control by a Foreign Government	Jun-10
252.209-7004	Subcontracting with Firms That Are Owned or Controlled by the Government of a Terrorist Country (applies to Subcontracts with a value ≥ \$1 Mil)	Dec-06
252.211-7000	Acquisition Streamlining (applies to all Subcontracts >\$1Mil)	Dec-91
252.211-7003	Item Identification and Valuation (applies to Subcontracts for any items for which unique item identification is required)	Aug-08
252.212-7001	Contract Terms and Conditions Required to Implement Statutes or Executive Orders Applicable to Defense Acquisitions of Commercial Items (applies to Subcontracts for commercial items)	Jun-2010
252.215-7000	Pricing Adjustments (applies when FAR clauses 52.215-12 "Subcontractor Cost or Pricing Data" or 52.215-13 "Subcontractor Cost or Pricing Data—Modifications" are in the Contractor's contract)	Dec-91
252.215-7003	Excessive Pass-Through Charges – Identification of Subcontract Effort (applies when Contractor and Subcontractor subcontracts > 70% of total cost)	May-08
252.217-7003	Changes (applies to subcontracts for repair and alteration of vessels)	Dec-91
252.217-7005	Inspection and Manner of Doing Work (applies to subcontracts for repair and alteration of vessels)	Jul-09
252.217-7026	Identification of Sources of Supply (applies in service subcontracts requiring the delivery of supplies)	Nov-95
252.217-7027	Contract Definitization	Oct-98
252.217-7028	Over and Above Work (applies to all Subcontracts for work other than for repair and alteration of vessels)	Dec-91
252.223-7001	Hazard Warning Labels (applies when Contract requires submission of hazardous material data sheets)	Dec-91
252.225-7002	Qualifying Country Sources as Subcontractors (applies only in contracts that includes one of these clauses: 252.225-7001, 252.225-7021, or 252.225-7036)	Apr-03
252.225-7004	Report of Intended Performance Outside the United States and Canada – Submission after Award (applies to subcontracts performed outside the U.S. and Canada that > \$550K and could be performed inside the U.S.)	May-07
252.225-7005	Identification of Expenditures in the United States (applies only to Subcontractors within the U.S.)	Jun-05
252.225-7006	Quarterly Reporting of Actual Contract Performance Outside the United States (applies to all 1 st tier Subcontracts > \$550K)	May-07
252.225-7008	Restriction on Acquisition of Specialty Metals (applies only for acquisitions > 100K and within the U.S.; see clause 225.7003-5)	Jul-09
252.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals (applies to items containing specialty metals produced or melted in the U.S.)	Jul-09

DFAR Section	Title	Date of Clause
252.225-7012	Preference for Certain Domestic Commodities	Dec-08
252.225-7013	Duty-Free Entry (applies to Subcontracts for qualifying country components; or nonqualifying country components for which the Contractor estimates that duty will exceed \$200 per unit)	Dec-09
252.225-7016	Restriction on Acquisition of Ball and Roller Bearings (applies to all subcontracts except for commercial items & items that do not contain ball or roller bearings)	Mar-06
252.225-7021	Trade Agreements	Nov-09
252.225-7022	Trade Agreements Certificate – Inclusion of Iraqi End Products	Sep-08
252.225-7025	Restriction on Acquisition of Forgings (applies to Subcontracts for forging items or for other items that contain forging items)	Dec-09
252.225-7028	Exclusionary Policies and Practices of Foreign Governments (applies to supplies & services for foreign military sales)	Apr-03
252.225-7031	Secondary Arab Boycott of Israel	Jun-05
252.227-7013	Rights in Technical Data – Noncommercial Items	Nov-95
252.227-7014	Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation (applies when Subcontractor is required to deliver noncommercial computer software or computer software documentation)	Jun-95
252.227-7016	Rights in Bid or Proposal Information	Jun-95
252.227-7017	Identification and Assertion of Use, Release, or Disclosure Restrictions	Jun-95
252.227-7019	Validation of Asserted Restrictions – Computer Software (applies to Subcontractors who will be furnishing computer software to the Government.)	Jun-95
252.227-7025	Limitations on the Use or Disclosure of Government-Furnished Information Marked with Restrictive Legends (Must sign nondisclosure agreement if Government Furnished Information (GFI) is restricted)	Jun-95
252.227-7026	Deferred Delivery of Technical Data or Computer Software (technical data prepared by Subcontractor shall expire two (2) years after the date the Contractor accepts the last delivery of that item)	Apr-88
252.227-7027	Deferred Ordering of Technical Data or Computer Software (technical data prepared by Subcontractor shall expire three (3) years after the date the Contractor accepts the last delivery of that item)	Apr-88
252.227-7030	Technical Data – Withholding of Payment (applies when Contract includes the clause at 252.227-7013 or 252.227-7018)	Mar-2000
252.227-7037	Validation of Restrictive Markings on Technical Data (applies when Subcontractor is required to deliver technical data, except for commercial items or commercial components)	Sep-99
252.227-7039	Patents – Reporting of Subject Inventions (applies when Contract contains the clause at FAR 52.227-11 "Patent Rights – Ownership by the Contractor")	Apr-90
252.231-7000	Supplemental Cost Principles (applies whenever cost analysis is performed)	Dec-91
252.236-7013	Requirement for Competition Opportunity for American Steel Producers, Fabricators, and Manufacturers (applies to any Subcontracts that involve the acquisition of steel as a construction material)	Jan-09
252.244-7000	Subcontracts for Commercial Items and Commercial Components (DoD Contracts)	Aug-09
252.246-7001	Warranty of Data	Dec-91
252.246-7003	Notification of Potential Safety Issues (applies to Subcontracts for parts identified as critical safety items; systems and subsystems, assemblies, and subassemblies integral to a system; and repair, maintenance, logistics support, or overhaul services for systems and subsystems, assemblies, subassemblies, and parts integral to a system)	Jan-07
252.247-7003	Pass-Through of Motor Carrier Fuel Surcharge Adjustment to the Cost Bearer (This clause invoked when clause 252.212-7001 is required, i.e., in all subcontracts for commercial items or components. This clause also applies to all Subcontracts with motor carriers, brokers, or freight forwarders.)	Jul-09
252.247-7023	Transportation of Supplies by Sea (Does not apply to direct purchase of ocean transportation services)	May-02
252.247-7024	Notification of Transportation of Supplies by Sea	Mar-00