

The following clauses are incorporated by reference to the extent indicated below. These clauses set forth Seller's minimum obligations and do not diminish any Seller obligations set forth elsewhere in the Subcontract. For purposes of this introductory paragraph and the headings below, the term Subcontract shall include any agreement between ASRC Federal, an ASRC Federal subsidiary, or Prime (ASRC Federal) and Seller, to include Subcontracts, Task Orders, Purchase Orders, Basic Ordering Agreements and Orders. The effective version of each clause shall be the version that applies to ASRC Federal under its prime contract or higher-tier subcontract. In all cases, the clauses shall be interpreted to apply to Seller as necessary to reflect the position of Seller as a subcontractor to ASRC Federal, to ensure Seller's obligations to ASRC Federal, and to enable ASRC Federal to meet its obligations to its customer. Without limiting the foregoing: (1) unless the context of the clause or applicable law requires otherwise, the term 'Contractor" shall mean Seller, the term "Contract" shall mean the Subcontract as that term is defined above, the term "Subcontractor" shall mean Seller's subcontractor, and the terms "Government," "Contracting Officer" and equivalent phrases shall mean ASRC Federal and ASRC Federal's Contractual Representative, respectively; (2) the words "Government" and "Contracting Officer" do not change when a right, act, authorization or obligation can be granted or performed only by the Government or when title to property is to be transferred directly to the Government; and (3) where a clause specifies the number of days in which Seller must act, that number shall be reduced by half. Seller shall include any applicable clauses in their subcontracts with lower-tier suppliers to the extent specified in the clauses.

SUBPART A

The following Federal Acquisition Regulation ("FAR") clauses are incorporated by reference:

Applicable	to All Subcontracts		
52.203-3	Gratuities		
52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements		
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		
52.212-5	Contract Terms and Conditions Required to Implement Statutes or Executive Orders – Commercial Products and Commercial Services (paragraph (d) only)		
52.219-8	Utilization of Small Business Concerns		
52.222-21	Prohibition of Segregated Facilities		
52.222-26	Equal Opportunity		
52.222-50	Combating Trafficking in Persons		
52.225-13	Restrictions on Certain Foreign Purchases		
52.227-14	Rights in Data – General with Alternates II, III, and V (unless another data rights clause is identified as replacing this clause)		
52.233-3	Protest After Award		
52.242-15	Stop Work Order		
52.244-6	Subcontracts for Commercial Products and Commercial Services		
52.247-64	Preference for Privately Owned U.S. Flag Commercial Vessels		

Applicable to Subcontracts Over \$3,500

52.222-54 Employment Eligibility Verification

Applicable to Subcontracts Over the Micro-Purchase Threshold

52.223-18 Encouraging Contractor Policies to Ban Text Messaging While

Applicable to Subcontracts Over \$10,000

Notification of Employee Rights Under the National Labor Relations Act

Applicable to Subcontracts Over \$15,000

52.222-36 Equal Employment for Workers with Disabilities

Applicable to Subcontracts Over \$35,000

52.209-6 Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment

Applicable to Subcontracts Over \$150,000

- 52.203-7 Anti-Kickback Procedures (excluding (c)(1))
- 52.203-11 Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions
- 52.203-12 Limitation on Payments to Influence Certain Federal **Transactions**
- 52.222-35 Equal Opportunity for Veterans
- 52.222-37 Employment Reports on Veterans

Applicable to Subcontracts Over the Simplified Acquisition Threshold

- 52.203-6 Restrictions on Subcontractor Sales to the Government with Alternate I
- 52.203-16 Preventing Personal Conflicts of Interest (if Subcontract includes acquisition functions closely associated with inherently governmental functions)

Applicable to Subcontracts Over \$6,000,000

52.203-13 Contractor Code of Business Ethics and Conduct

Applicable Only to the Extent Indicated

- 52.203-15 Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009 (if Subcontract is funded in whole or in part with Recovery Act funds)
- 52.204-2 Security Requirements (if Subcontract involves access to classified information)
- 52.204-9 Personal Identity Verification of Contractor Personnel (if Seller has access to Government facilities or systems)
- 52.204-21 Basic Safeguarding of Covered Contractor Information System (is Seller may have Federal contract information, as defined in the clause, residing in or transiting through its information system)
- 52.211-15 Defense Priority and Allocation Requirements (applies if the Subcontract is a rated order under subject to 15 C.F.R. 700)
- 52.222-41 Service Contract Labor Standards (if Subcontract is subject to the Service Contract Labor Standards statute)
- 52.222-51 Exemption from Application of the Service Contract Labor Standards to Contracts for Maintenance, Calibration, or Repair of Certain Equipment - Requirements (if services meet all requirements for exemption)
- 52.222-53 Exemption from Application of the Service Contract Labor Standards to Contracts for Certain Services - Requirements (if services meet all requirements for exemption)



52.222-55		um Wages Under Executive Order 13658 (if Subcontract is at to Service Contract Labor Standards statute)		☐ Alternate I ☐ Alternate II ☐ Alternate III	
52.222-62		ick Leave Under Executive Order 13706 (if Subcontract is at to the Service Contract Act, Davis-Bacon Act, or the Fair	□ 52.225-5	Trade Agreements	
	Labor	Standards Act, but only to the extent work is performed in nited States)	□ 52.227-14	Rights in Data – General with Alternate I (applies in addition to basic clause and Alternates identified above)	
52.223-11	Hydrot	-Depleting Substances and High Global Warming Potential fluorocarbons (if Subcontract is for products or services ied in FAR 23.804(a))	□ 52.227-17	Rights in Data – Special Works (replaces 52.227-14 and -19 if checked, unless otherwise noted)	
52.223-12	Mainte	enance, Service, Repair, or Disposal of Refrigeration ment and Air Conditioners (if work includes maintenance,	□ 52.227-18	Rights in Data – Existing Works (replaces 52.227-14 and - 19 if checked, unless otherwise noted)	
		repair, or disposal of refrigeration equipment or air conditioners)	□ 52.227-19	Commercial Computer Software - Restricted Rights (applies	
52.223-20	or sol	ols (if Subcontract is for products that contain a propellant vent or involves maintenance or repair of electronic or anical devices)	to commercial computer software developed exclusively private expense)		
52.223-21		s (if Subcontract is for products that contain a foam ng agent)		SUBPART B - DFARS CLAUSES	
52.224-2		y Act (if Subcontract involves system of records on luals subject to the Privacy Act)	otherwis	ox is checked or if ASRC Federal's contract is e with or in support of a Department of Defense	
52.225-26	United	actors Performing Private Security Functions Outside the I States (if Subcontract meets the requirements in raph (f) of the clause)	customer, the following Defense Federal Acquisition Regulation Supplement ("DFARS") clauses are incorporated by reference in addition to the FAR clauses in Subpart A:		
52.226-6		oting Excess Food Donation (if Subcontract exceeds 00 and involves provision, service, or sale of food)			
52.227-10		of Patent Applications - Classified Subject Matter (if work ent application may cover classified matters)	Applicable to All Subcontracts		
52.227-11	-	Patent Rights - Ownership by the Contractor (if Subcontract		Requirement to Inform Employees of Whistleblower Rights	
		es experimental, developmental, or research work and no Patent Rights clause is specified)		Disclosure of Information Antiterrorism Awareness Training for Contractors (if	
52.232-39	Unenf	orceability of Unauthorized Obligations (if Subcontract nces a Seller End User License Agreement)	232.204-7004	Subcontract performance requires routine physical access to Federally-controlled facility or military installation)	
52.232-40	Provid Seller	ing Accelerated Payments to Small Business Concerns (if is a small business and ASRC Federal receives accelerated ents under its contract)	252.204-7014	Limitations on the Use or Disclosure of Information by Litigation Support Contractors (if Subcontract involves litigation support services)	
52.237-2		ation of Government Buildings, Equipment and Vegetation	252.204-7015	Disclosure of Information to Litigation Support Contractors	
E0 027 2		k is performed at a Government facility)	252.209-7004	Subcontracting with Firms That Are Owned or Controlled by the Government of a Terrorist Country	
52.237-3 52.239-1		nuity of Services (if Subcontract includes services) y or Security Safeguards (if Subcontract involves design,	252.223-7008	Prohibition of Hexavalent Chromium	
J2.2JJ-1		opment, or operation of a system of records)	252.225-7012	Preference for Certain Domestic Commodities	
52.245-1		nment Property with Alternate I (if Subcontract involves	252.225-7048	Export Controlled Items	
	access	access to Government property)		Rights in Technical Data – Noncommercial Items (applies in	
Applicable if Checked			lieu of FAR 52.227-14 unless another data rights clause is identified as replacing this clause; Alternate I applies if		
⊠ 52.223-	13 Ac	equisition of EPEAT-Registered Imaging Equipment	252.227-7014	Subcontract involves vessel design) Rights in Noncommercial Computer Software and	
⊠ 52.223-	14 Ac	equisition of EPEAT-Registered Televisions		Noncommercial Computer Software Documentation (applies in lieu of FAR 52.227-14 unless another data rights clause is identified as replacing this clause)	
⊠ 52.223-	15 Er	nergy Efficiency in Energy-Consuming Products	252.227-7015	Technical Data - Commercial Items (applies if checked to	
⊠ 52.223-		equisition of EPEAT-Registered Personal Computer roducts		technical data pertaining to commercial item, components, or processes developed exclusively at private expense; Alternate I applies if Subcontract involves vessel design)	
□ 50 000 /	17 ^4		252.204-7018	Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services	
□ 52.223-1		firmative Procurement of EPA-Designated Items in Service nd Construction Contracts	252.225-7056	Prohibition Regarding Business Operations with the Maduro	
⊠ 52.224-3	3 Pr	rivacy Training		Regime	
□ 52.225-2	1 Bu	uy American Act - Supplies	252.225-7060	Prohibition on Certain Procurements from the Xinjiang Uyghur Autonomous Region	
П го оог о		A		-70	

Buy American-Free Trade Agreements-Israel Trade Act

□ 52.225-3



	Validation of Asserted Restrictions – Computer Software Validation of Restrictive Markings on Technical Data	252.225-7028	Exclusionary Policies and Practices of Foreign Governments (if Subcontract involves purchase of supplies for international military training or Foreign Military Sales)
252.244-7000	Subcontracts for Commercial Items	252.225-7030	, , , ,
252.247-7023	Transportation of Supplies by Sea – Basic (applies in lieu of FAR 52.247-64)	232.223-7030	Restriction on Acquisition of Carbon, Alloy, and Armor Steel Plate (if Subcontract involves acquisition of carbon, alloy, or armor steel plate)
Applicable to	Subcontracts Over \$150,000	252.225-7038	Restriction on Acquisition of Air Circuit Breakers (if Subcontract includes air circuit breakers for naval vessels)
	Notification of Anticipated Contract Termination or Reduction Restriction on the Acquisition of Personal Protective	252.225-7040	Contractor Personnel Authorized to Accompany U.S. Armed Forces Deployed Outside the U.S. (if supporting Armed Forces deployed outside the U.S.)
	Equipment and Certain Other Items from Non-Allied Foreign Nations	252.225-7052	Restriction on the Acquisition of Certain Magnets, Tantalum and Tungsten (if Subcontract is for items containing a covered material unless an exception applies in accordance
Applicable to	Subcontracts Over \$500,000		with the clause)
	Utilization of Indian Organizations, Indian-Owned Economic Enterprises and Native Hawaiian Small Business Concerns	252.227-7038	Patent Rights – Ownership by the Contractor (Large Business) (applies in lieu of FAR 52.227-11 if Subcontractor is a large business)
Applicable to	Subcontracts Over \$6,000,000	252.227-7039	
252.203-7003	Agency Office of the Inspector General		Subcontract includes FAR 52.227-11)
Applicable Or	lly to the Extent Indicated	252.228-7005	Accident Reporting and Investigation Involving Aircraft, Missiles, and Space Launch Vehicles (if Subcontract involves
252.204-7009	Limitation on the Use or Disclosure of Third-Party Contractor		manufacture, modification, overhaul, or repair of aircraft, missiles, space launch vehicles, or components)
	Reported Cyber Incident Information (if Subcontract involves support for safeguarding covered defense information or cyber incident reporting)	252.232-7017	Accelerating Payments to Small Business Subcontractors – Prohibition on Fees and Consideration (if Seller is a small business and ASRC Federal receives accelerated payments
252.211-7003	Item Unique Identification and Valuation (if Subcontract includes requirement for unique item identification)		under its contract)
252.211-7007	Reporting of Government-Furnished Property (if Subcontract involves access to Government property; Subcontractor to report through ASRC Federal)	252.235-7003	Frequency Authorization (if Subcontract requires developing, producing, constructing, testing, or operating a device requiring frequency authorization; Alternate I may apply at ASRC Federal's discretion)
252.223-7001	Hazard Warning Labels (if Subcontract requires delivery of hazardous materials)	252.237-7010	Prohibition on Interrogation of Detainees (applies to Subcontracts for services)
252.223-7002	Safety Precautions for Ammunition and Explosives (if Subcontract involves ammunition, explosives, or propellants)	252.237-7019	Training for Contractor Personnel Interacting with Detainees (if Subcontract requires interaction with detainees)
252.223-7003	Change in Place of Performance – Ammunition and Explosives (if Subcontract involves ammunition, explosives, or propellants)	252.239-7000	Protection Against Compromising Emanations (if Subcontract involves information technology that requires protection against compromising emanations)
252.223-7007	Safeguarding Sensitive Conventional Arms, Ammunition, and Explosives (if Subcontract involves arms, ammunition, or explosives)	252.239-7001	Information Assurance Contractor Training and Certification (if Subcontract involves information assurance functions as described in DoD 8570.01-M)
252.225-7007	Prohibition on Acquisition of U.S. Munitions List Items from Communist Chinese Military Companies (if Seller is	252.239-7010	Cloud Computing Services (if Subcontract involves cloud services)
252 225 7000	supplying items on the U.S. Munitions List)	252.246-7003	Notification of Potential Safety Issues (if required by DFARS 252.246-7003(f))
252.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals (if work contains specialty metals)	252.246-7007	Contractor Counterfeit Electronic Part Detection and Avoidance Systems (if Subcontract includes electronic parts
252.225-7010	Commercial Derivative Military Article - Specialty Metal Compliance Certificate (if work contains specialty metals)	252 246-7008	or assemblies containing electronic parts) Sources of Electronic Parts (if Seller is supplying electronic
252.225-7011	Restrictions on Acquisition of Supercomputers (if Subcontract involves delivery of supercomputers)	202.240-7000	parts or assemblies containing electronic parts, unless the Seller is the original manufacturer)
252.225-7015	Restrictions on Acquisition of Hand or Measuring Tools (if Subcontract includes hand or measuring tools)	252.247-7003	Pass-Through of Motor Carrier Fuel Surcharge Adjustment to the Cost Bearer (if Seller is a motor carrier, broker, or freight
252.225-7017	Photovoltaic Devices (if Subcontract provides for delivery of photovoltaic devices)		forwarder)
252.225-7019	Restriction on Acquisition of Anchor and Mooring Chain (if Subcontract is for items containing welded shipboard anchor or mooring chain four inches or less in diameter)	Augliantia if Ohantad	
		Applicable if (
252.225-7025	Restriction on Acquisition of Forgings (if Subcontract is for forging items or items that contain forging items)	⊠ 252.204-70	212 Safeguarding Covered Defense Information and Cyber Incident Reporting (Seller shall comply with additional



	cyber security requirements in the terms and conditions	Annlicable O	nly to the Extent Indicated	
	to the extent applicable)		Personal Identity Verification (if Subcontract requires	
⊠ 252.204-7020	NIST SP 800-171 DoD Assessment Requirements		access to a GSA facility or information system)	
□ 252.204-7021	Contractor Compliance with the Cybersecurity Maturity Model Certification Level Requirement	552.223-70	Hazardous Substances (if Subcontract includes packaged items subject to the Federal Hazardous Substances Act and the Hazardous Materials Transportation Act)	
☐ 252.211-7006	, ,	552.223-71	Nonconforming Hazardous Materials (is Subcontract	
□ 252.225-7001	Buy American and Balance of Payments Program ☐ Alternate I	552.232-39	includes supplies that contain hazardous materials) Unenforceability of Unauthorized Obligations (if	
□ 252.225-7008	Restriction on Acquisition of Specialty Metals		Subcontract references a Seller commercial supplier agreement)	
□ 252.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals	552.223-73	Preservation, Packaging, Packing, Marking, and Labeling of Hazardous Materials (HAZMAT) for Shipments (if	
⊠ 252.225-7021	Trade Agreements ☐ Alternate II		Subcontract is for packaged items containing hazardous materials)	
□ 252.225-7026	Acquisition Restricted to Products or Services from Afghanistan	552.237-71	Qualifications of Employees (if Subcontract includes Building services as defined in GSAR 537.101)	
□ 252.225-7036	Buy American - Free Trade Agreements - Balance of Payments Program ☐ Alternate I ☐ Alternate II	552.239-71	Security Requirements for Unclassified Information Technology Resources (if Subcontract meets conditions in paragraph (a) of clause)	
	☐ Alternate III ☐ Alternate IV	Applicable if Checked		
	☐ Alternate V	☐ 552.237-73 Restriction on Disclosure of Information		
□ 252.225-7043	Anti-Terrorism/Force Protection Policy for Defense Contractors Outside the U.S. (if Subcontract involves performance or travel outside the U.S.)		SUBPART D - HSAR CLAUSES	
	In accordance with (d) of the clause, information and guidance pertaining to DoD antiterrorism/force protection can be obtained from [insert information].	 If this box is checked or ASRC Federal's contract is otherwise with or in support of the Department of Homeland Security ("DHS"), the following DHS 		
□ 252.227-7020	Rights in Special Works (replaces 252.227-7013, - 7014, and -7015 if checked, unless otherwise stated)	Acquisition Regulation ("HSAR") clauses are incorporated by reference in addition to the FAR clauses in Subpart A:		
□ 252.227-7021	7013, -7014, and -7015 if checked, unless otherwise			
□ 050 046 700 <i>4</i>	stated)	Applicable to All Subcontracts		
□ 252.246-7004	Safety of Facilities, Infrastructure, and Equipment for Military Operations	3052.204-71	Contractor Employee Access (Alternate I applies if Subcontract involves access to DHS information technology resources)	
_	SUBPART C - GSAR CLAUSES	3052.205-70	Advertisements, Publicizing Awards, and Releases (Alternate I applies unless otherwise specified)	
otherwise v	is checked or if ASRC Federal's contract is with or in support of the General Services	3052.222-70	Strikes or Picketing Affecting Timely Completion of the Contract Work	
	tion ("GSA"), the following GSA Acquisition ("GSAR") clauses are incorporated by	3052.222-71	Strikes or Picketing Affecting Access to a DHS Facility	
	n addition to the FAR clauses in Subpart A:	Applicable Only to the Extent Indicated		
Applicable to Al	I Subcontracts	3052.203-70	Instructions for Contractor Disclosures of Violations (if Subcontract exceeds \$6,000,000)	
	Restriction on Advertising Commercial Supplier Agreements – Unenforceable Clauses (Seller acknowledges that any commercial supplier agreement to be passed on to the Government through ASRC Federal shall be subject to the limitations and requirements of this clause)	3052.225-70	Requirement for Use of Certain Domestic Commodities (if Subcontractor is providing items identified in clause)	
(S ag AS		3052.228-70	Insurance (if Subcontract requires work on a Government installation)	
		3052.236-70	Special Precautions for Work at Operating Airports (if Subcontract includes work at an operating airport)	
Applicable to Su Threshold	ubcontracts Over the Simplified Acquisition	Applicable if	Checked	
	xamination of Records by GSA	□ 3052.209-	72 Organizational Conflict of Interest	



(FAR, DFARS, GSAR, HSAR and NFS)				
	In accordance with (a) of the clause, the nature of the conflict of interest and the limitation on future contracting is [insert description].	1852.227-86	Commercial Computer Software License (replaces 52.227-19 and 1852.227-19 for commercial computer developed exclusively at private expense if the parties have agreed to incorporate Seller's standard commercial license into the	
□ 3052.217-9	2 Inspection and Manner of Doing Work (USCG)		Subcontract)	
□ 3052.217-9	5 Liability and Insurance (USCG)	1852.227-88	Government-Furnished Computer Software and Related Technical Data (if Seller has access to "Government-	
□ 3052.217-9 —			furnished computer software" or related technical data as defined in the clause)	
□ 3052.223-9	O Accident and Fire Reporting (USCG)	1852.228-76	Cross-Waiver of Liability for International Space Station	
□ 3052.228-9	 Notification of Miller Act Payment Bond Protection (request contact information for surety from ASRC Federal) 		Activities (if Subcontract supports "Protected Space Operations," as defined in the clause, relating to the International Space Station)	
	SUBPART E - NFS CLAUSES	1852.228-78	Cross-Waiver of Liability for Science or Space Exploration Activities Unrelated to the International Space Station (if Subcontract supports "Protected Space Operations" as defined in the clause)	
☐ If this box is checked or if ASRC Federal's contract is otherwise with or in support of the National Aeronautics and Space Administration ("NASA"), the following NASA FAR Supplement ("NFS") clauses are incorporated by reference in addition to the FAR clauses in Subpart A:		1852.242-71	Travel Outside of the U.S. (if Subcontract requires travel outside the U.S. that will be charged directly to the Subcontract)	
		1852.242-72	Denied Access to NASA Facilities (if Subcontract involves access to NASA facilities)	
Applicable to All Subcontracts		1852.245-73	Financial Reporting of NASA Property in the Custody of Contractors (if Seller will possess NASA property; delete paragraph (b); reports shall be submitted to ASRC Federal)	
1852.203-71 1852.204-76	Requirement to Inform Employees of Whistleblower Rights Security Requirements for Unclassified Information Technology Resources	1852.245-74	Identification and Marking of Government Equipment (if Subcontract requires delivery of equipment)	
1852.225-70	Export Licenses	1852.246-73	Human Space Flight Item (if Subcontract involves hardware or equipment for human space flight)	
1852.227-14	Rights in Data - General (modifies FAR 52.227-14)	1852.247-71	Protection of the Florida Manatee (if Seller performs work	
1852.237-72	Access to Sensitive Information		within the Kennedy Space Center waterways)	
1852.237-73	Release of Sensitive Information	A!:b!-:£	Observed	
1852.242-73	NASA Contractor Financial Management Reporting	Applicable if		
1852.245-72	Liability for Government Property Furnished for Repair or Other Services	□ 1852.211-7	O Packaging, Handling, and Transportation	
Applicable to Subcontracts Over \$100,000				
1852.244-70	Geographic Participation in the Aerospace Program			
Applicable to Subcontracts Over the Simplified Acquisition Threshold				

Safety and Health Measures and Mishap Reporting (if Subcontractor includes work at Government facilities)

Restrictions on Printing and Duplicating (if Subcontract

includes any printing, duplicating, or copying in excess of the

Authorization for Radio Frequency Use (if Subcontract involves developing, producing, constructing, testing, or operating a device requiring radio frequency authorization)

Patent Rights – Ownership by the Contractor (if Subcontract includes experimental, developmental, or research work and Seller is a small business or nonprofit organization)

Rights in Data - Special Works (if Subcontract includes

Commercial Computer Software - Restricted Rights (if

52.227-17)

Applicable Only to the Extent Indicated

limits in paragraph (c))

Subcontract includes 52.227-19)

1852.223-70

1852.208-81

1852.223-71

1852.227-11

1852.227-17

1852.227-19