

**FAR and DFAR Purchasing Flow Down Requirements
Pertaining to Quantum Imaging, Inc. Purchase Orders**

When the items furnished under this Purchase Order are for use in connection with a U.S. Government prime contract or subcontract, the following Federal Acquisition Regulations and Defense Federal Acquisition Regulation Supplement clauses (collectively, FAR Clauses), in addition to the Supplier Terms and Conditions, shall apply as required by the terms of the prime contract or by operation of law or regulation, and are hereby incorporated by reference. The effective version of each FAR provision shall be the same version as that which appears in Buyer's prime contract, or higher-tier subcontract under which this Purchase Order is a subcontract. In all clauses listed herein, the terms "Government", "Contracting Officer" and "Contractor" shall be revised to suitably identify the contracting parties herein and effect the proper intent of the provision. "Subcontractor", however, shall mean "Seller's Subcontractor" under this Purchase Order.

I. If the items furnished under this Purchase Order are "commercial items," as that term is defined in FAR 2.101, the following FAR Clauses shall apply:

- 52.203-13 Contractor Code of Business Ethics and Conduct
- 52.203-15 Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009
- 52.219-8 Utilization of Small Business Concerns
- 52.222-26 Equal Opportunity
- 52.222-35 Equal Opportunity for Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans
- 52.222-36 Affirmative Action for Workers with Disabilities
- 52.222-39 Notification of Employee Rights Concerning Payment of Union Dues or Fees
- 52.222-41 Service Contract Act of 1965
- 52.222-50 Combating Trafficking in Persons
- 52.222-51 Exemption from Application of the Service Contract Act to Contracts for Maintenance, Calibration, or Repair of Certain Equipment-Requirements
- 52.222-53 Exemption from Application of the Service Contract Act to Contracts for Certain Services-Requirements
- 52.222-54 Employment Eligibility Verification
- 52.226-6 Promoting Excess Food Donation to Nonprofit Organizations
- 52.247-64 Preference for Privately Owned U.S.-Flag Commercial Vessels
- 252.225-7009 Restriction on Acquisition of Certain Articles Containing Specialty Metals
- 252.236-7013 Requirement for Competition Opportunity for American Steel Producers, Fabricators, and Manufacturers
- 252.237-7019 Training for Contractor Personnel Interacting with Detainees
- 252.246-7003 Notification of Potential Safety Issues
- 252.247-7003 Pass-Through of Motor Carrier Fuel Surcharge Adjustment to the Cost Bearer
- 252.247-7023 Transportation of Supplies by Sea
- 252.247-7024 Notification of Transportation of Supplies by Sea

II. If the items furnished under this Purchase Order are not "commercial items" as that term is defined in FAR 2.101, the foregoing FAR Clauses shall not apply and the following Far Clauses are inserted in lieu thereof:

Applicable to all Purchase Orders:

- 52.203-11 Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions
- 52.203-12 Limitation on Payments to Influence Certain Federal Transactions
- 52.203-15 Whistleblower Protections Under the Recovery and Reinvestment Act of 2009
- 52.204-2 Security Requirements
- 52.204-9 Personal Identity Verification of Contractor Personnel
- 52.208-8 Required Sources for Helium and Helium Usage Data
- 52.222-50 Combating Trafficking in Persons

- 52.223-7 Notice of Radioactive Materials
- 52.224-2 Privacy Act
- 52.225-13 Restrictions on Certain Foreign Purchases
- 52.225-19 Contractor Personnel in a Designated Operational Area or Supporting a Diplomatic or Consular Mission Outside the United States
- 52.227-10 Filing of Patent Applications--Classified Subject Matter
- 52.227-11 Patent Rights--Retention by the Contractor (Short Form)
- 52.227-12 Patent Rights--Retention by the Contractor (Long Form)
- 52.227-13 Patent Rights--Acquisition by the Government
- 52.228-3 Worker's Compensation Insurance (Defense Base Act)
- 52.228-4 Workers Compensation and War-Hazard Insurance Overseas
- 52.229-2 North Carolina State and Local Sales and Use Tax
- 52.232-16 Progress Payments
- 52.234-1 Industrial Resources Developed Under Defense Production Act Title III
- 52.237-7 Indemnification and Medical Liability Insurance
- 52.244-6 Subcontracts for Commercial Items
- 52.247-3 Capability to Perform a Contract for the Relocation of a Federal Office, and Alternate I
- 52.247-64 Preference for Privately Owned U.S. Flag Commercial Vessels

Applicable to all Cost-Reimbursement Type Purchase Orders:

- 52.229-10 State of New Mexico Gross Receipts and Compensating Tax

Applicable to all Purchase Orders over \$3,000:

- 52.222-41 Service Contract Act of 1965, as Amended
- 52.222-54 Employment Eligibility Verification

Applicable to all Purchase Orders over \$10,000:

- 52.222-21 Prohibition of Segregated Facilities
- 52.222-22 Previous Contracts and Compliance Reports
- 52.222-26 Equal Opportunity
- 52.222-27 Affirmative Action Compliance Requirements for Construction
- 52.222-36 Affirmative Action for Workers with Disabilities

Applicable to all Purchase Orders over \$25,000:

- 52.226-6 Promoting Excess Food Donation to Nonprofit Organizations
- 52.222-37 Employment Reports on Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans
- 52.248-3 Value Engineering—Construction

Applicable to all Purchase Orders over \$30,000:

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

Applicable to all Purchase Orders over \$100,000:

- 52.203-7 Anti-Kickback Procedures
- 52.222-35 Equal Opportunity for Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans
- 52.223-14 Toxic Chemical Release Reporting
- 52.225-8 Duty Free Entry
- 52.248-1 Value Engineering

Applicable to all Purchase Orders Exceeding the Simplified Acquisition Threshold:

- 52.203-6 Restrictions on Subcontractor Sales to the Government
- 52.215-2 Audit and Records--Negotiation
- 52.215-14 Integrity of Unit Prices
- 52.215-23 Limitation on Pass-Through Charges

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52.222-4	Contract Work Hours and Safety Standards Act-- Overtime Compensation	52.225-7040	Contractor Personnel Authorized to Accompany U.S. Armed Forces Deployed Outside the United States
52.222-39	Notification of Employee Rights Concerning Payment of Union Dues or Fees	52.225-7043	Antiterrorism/Force Protection Policy for Defense Contractors Outside the United States
52.227-1	Authorization and Consent	52.227-7013	Rights in Technical Data--Noncommercial Items
52.227-2	Notice and Assistance Regarding Patent and Copyright Infringement	52.227-7014	Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation
52.227-3	Patent Indemnity	52.227-7016	Rights in Bid or Proposal Information
52.247-63	Preference for U.S.-Flag Air Carriers	52.227-7018	Rights in Noncommercial Technical Data and Computer Software-- Small Business Innovative Research Program
<u>Applicable to all Purchase Orders over \$550,000:</u>			
52.219-8	Utilization of Small Business Concerns	52.227-7019	Validation of Asserted Restrictions--Computer Software
52.219-9	Small Business Subcontracting Plan	52.227-7033	Rights in Shop Drawings
<u>Applicable to all Purchase Orders over \$650,000:</u>			
52.215-10	Price Reduction for Defective Cost or Pricing Data	52.227-7037	Validation of Restrictive Markings on Technical Data
52.215-11	Price Reduction for Defective Cost or Pricing Data-- Modifications	52.227-7038	Patent Rights - Ownership by the Contractor (Large Business)
52.215-12	Subcontractor Cost or Pricing Data	52.228-7005	Accident Reporting and Investigation Involving Aircraft, Missiles and Space Launch Vehicles
52.215-13	Subcontractor Cost or Pricing Data--Modifications	52.229-7004	Status of Contractor as a Direct Contractor (Spain)
52.215-15	Pension Adjustments and Asset Reversions	52.229-7011	Reporting of Foreign Taxes--U.S. Assistance Program
52.215-18	Reversion or Adjustment of Plans for Post Retirement Benefits (PRB) Other Than Pensions	52.235-7002	Animal Welfare
52.215-19	Notification of Ownership Changes	52.235-7003	Frequency Authorization
<u>Applicable to all Purchase Orders over \$5,000,000:</u>			
52.203-13	Contractor Code of Business Ethics	52.235-7004	Protection of Human Subjects
<u>Applicable to all Purchase Orders over \$5,000,000:</u>			
52.203-13	Contractor Code of Business Ethics	52.236-7013	Requirement for Competition Opportunity for American Steel Producers, Fabricators, and Manufacturers.
III. When the items furnished under this Purchase Order are for use in connection with a U. S. Government Department of Defense Prime Contract or subcontract, the following DFAR provisions, in addition to the Supplier Terms and Conditions and the FAR provisions, shall apply as required by the terms of the prime contract or by operation of law or regulation. The effective version of each DFARS provision shall be the same version as that which appears in Buyer's prime contract, or higher-tier subcontract under which this Purchase Order is a subcontract.			
<u>Applicable to all Purchase Orders Exceeding the Simplified Acquisition Threshold:</u>			
<u>Applicable to all Purchase Orders:</u>			
52.204-7000	Disclosure of Information	52.237-7019	Training for Contractor Personnel Interacting with Detainees
52.204-7008	Requirements for Contracts Involving Export- Controlled Items	52.239-7016	Telecommunications Security Equipment, Devices, Techniques, and Services
52.204-7010	Requirement for Contractor to Notify DOD if the Contractor's Activities Are Subject to Reporting Under the U.S. International Atomic Energy Agency Protocol	52.244-7000	Subcontracts for Commercial Items and Commercial Components (DoD Contracts)
52.208-7000	Intent to Furnish Precious Metals as Government Furnished Material	52.246-7003	Notification of Potential Safety Issues
52.211-7003	Item Identification and Valuation	52.247-7023	Transportation of Supplies by Sea
52.215-7004	Excessive Pass-Through Charges	52.247-7024	Notification of Transportation of Supplies by Sea
52.222-7000	Restrictions of Employment of Personnel	<u>Applicable to all Purchase Orders Exceeding the Simplified Acquisition Threshold:</u>	
52.223-7002	Safety Precautions for Ammunition and Explosives	52.203-7001	Prohibition on Persons Convicted of Fraud or other Defense-Contract-Related Felonies
52.223-7006	Prohibition on Storage and Disposal of Toxic and Hazardous Materials	52.243-7002	Requests for Equitable Adjustment
52.223-7007	Safeguarding Sensitive Conventional Arms, Ammunition, and Explosives	<u>Applicable to all Purchase Orders over \$550,000:</u>	
52.225-7007	Prohibition on Acquisition of United States Munitions Items from Chinese Military Companies	52.219-7003	Small Business Subcontracting Plan (DoD Contracts)
52.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals	52.225-7006	Quarterly Reporting of Actual Contract Performance Outside the United States
52.225-7013	Duty-Free Entry	52.226-7001	Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns
52.225-7016	Restriction on Acquisition of Ball and Roller Bearings	52.249-7002	Notification of Anticipated Program Termination or Reduction
52.225-7019	Restriction on Acquisition of Anchor and Mooring Chain	<u>Applicable to all Purchase Orders over \$1,000,000:</u>	
52.225-7021	Trade Agreements	52.211-7000	Acquisition Streamlining
52.225-7025	Restriction on Acquisition of Forgings	52.222-7999	Additional Requirements and Responsibilities Restricting the Use of Mandatory Arbitration Agreements
		52.225-7033	Waiver of United Kingdom Levies