



**AIRBUS COMMERCIAL SUBCONTRACT TERMS AND CONDITIONS
UNDER A COMMERCIAL PRIME FEDERAL GOVERNMENT CONTRACT**

A. INCORPORATION OF FAR CLAUSES

The Federal and Defense Federal Acquisition Regulations (FAR) and (DFARS) clauses referenced below are incorporated herein by reference, with the same force and effect as if they were given in full text, and are applicable, including any notes following the clause citation, to this Contract. If the date or substance of any of the clauses listed below is different from the date or substance of the clause actually incorporated in the Prime Contract referenced by number herein, the date or substance of the clause incorporated by said Prime Contract shall apply instead. Seller shall include in each lower-tier subcontract the appropriate flow down clauses as required by the FAR and FAR Supplement clauses included in this Contract.

B. GOVERNMENT SUBCONTRACT

This Contract is entered into by the parties in support of a U.S. Government contract.

1. "Commercial Item" means a commercial item as defined in FAR 2.101.
2. "Contract" means this Subcontract/Purchase Order.
3. "Contracting Officer" shall mean the U.S. Government Contracting Officer for Airbus Helicopter's government prime contract under which this Contract is entered.
4. "Contractor" and "Offeror" means the Seller, which is the party identified on the face of the Contract with whom Airbus Helicopters is contracting, acting as the immediate subcontractor to Airbus Helicopter's.
5. "Prime Contract" means the contract between Airbus Helicopter's and the U.S. Government or between Airbus Helicopter's and its higher-tier contractor who has a contract with the U.S. Government.

C. AMENDMENTS REQUIRED BY PRIME CONTRACT

Seller agrees that upon the request of Airbus Helicopter's it will negotiate in good faith with Airbus Helicopter's relative to amendments to this Contract to incorporate additional provisions herein or to change provisions hereof, as Airbus Helicopter's may reasonably deem necessary in order to comply with the provisions of the applicable Prime Contractor with the provisions of amendments to such Prime Contract. If any such amendment to this Contract causes a validated increase or decrease in the cost of, or the time required for, performance of any part of the Work under this Contract, an equitable adjustment shall be made.

D. PRESERVATION OF THE GOVERNMENT'S RIGHTS

If Airbus Helicopter's furnishes designs, drawings, special tooling, equipment, engineering data, or other technical or proprietary information (Furnished Items) which the U. S. Government owns or has the right to authorize the use of, nothing herein shall be construed to mean that Airbus Helicopter's, acting on its own behalf, may modify or limit any rights the Government may have to authorize Seller's use of such Furnished Items in support of other U. S. Government prime contracts.



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E. PROVISIONS OF THE FEDERAL ACQUISITION REGULATION INCORPORATED BY REFERENCE

The following FAR clauses apply to this Contract:

March 8, 2018: W58RGZ-18-C-0007 Required Flowdown Contract Clauses		
<u>FAR Clause</u>	<u>Title</u>	<u>Clause Effective Date</u>
252.204-7000	DISCLOSURE OF INFORMATION	16-Oct
252.204-7009	LIMITATIONS ON THE USE OR DISCLOSURE OF THIRD-PARTY CONTRACTOR REPORTED CYBER INCIDENT INFORMATION	16-Oct
252.204-7012	SAFEGUARDING OF UNCLASSIFIED CONTROLLED TECHNICAL INFORMATION	16-Oct
252.204-7015	DISCLOSURE OF INFORMATION TO LITIGATION SUPPORT	16-May
252.211-7003	ITEM IDENTIFICATION AND VALUATION	16-Mar
252.211-7007	REPORTING OF GOVERNMENT-FURNISHED PROPERTY	12-Aug
252.223-7008	PROHIBITION OF HEXAVALENT CHROMIUM	13-Jun
252.225-7048	EXPORT-CONTROLLED ITEMS	13-Jun
252.226-7001	UTILIZATION OF INDIAN ORGANIZATIONS, INDIAN-OWNED ECONOMIC ENTERPRISES, AND NATIVE HAWAIIAN SMALL BUSINESS CONCERNS	4-Sep
252.227-7015	TECHNICAL DATA--COMMERCIAL ITEMS	14-Feb
252.227-7037	VALIDATION OF RESTRICTIVE MARKINGS ON TECHNICAL DATA	16-Sep
252.244-7000	SUBCONTRACTS FOR COMMERCIAL ITEMS	13-Jun
252.247-7023	TRANSPORTATION OF SUPPLIES BY SEA -- BASIC	14-Apr



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52.203- 6	Alt I	Restrictions on Subcontractor Sales to the Government (Sep 2006), with Alternate I (Oct 1995)(41 U.S.C. 253g and 10 U.S.C. 2402).	Oct-95
52.203-13		Contractor Code of Business Ethics and Conduct (Apr 2010) (Pub. L. 110-252, Title VI, Chapter 1 (41 U.S.C. 251 note)).	14-Oct
52.203-19		Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements	17-Jan
52.204-9		PERSONAL IDENTITY VERIFICATION OF CONTRACTOR PERSONNEL	11-Jan
52.204-10		Reporting Executive Compensation and First-Tier Subcontract Awards (Jul 2013) (Pub. L. 109-282) (31 U.S.C. 6101 note).	16-Oct
52.209-6		Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment (Aug 2013) (31 U.S.C. 6101 note).	15-Oct
52.212-4		Contract Terms and Conditions-Commercial Items	15-May
52.219- 8		52.219-8, Utilization of Small Business Concerns	16-Nov
52.219-28		POST-AWARD SMALL BUSINESS PROGRAM REREPRESENTATION JUL/2013	13-Jul
52.222-21		PROHIBITION OF SEGREGATED FACILITIES	16-Apr
52.222-26		Equal Opportunity	16-Sep
52.222-35		Equal Opportunity for Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans	15-Oct
52.222-36		Affirmative Action for Workers with Disabilities (Oct 2010)(29 U.S.C. 793).	14-Jul
52.222-40		Notification of Employee Rights Under the National Labor Relations Act (DEC 2010) (E.O. 13496).	10-Dec
52.222-41		SERVICE CONTRACT LABOR STANDARDS	14-May
52.222-50		COMBATING TRAFFICING IN PERSONS	15-Mar



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52.222-51	EXEMPTION FROM APPLICATION OF THE SERVICE CONTRACT LABOR STANDARDS	14-May
52.223-18	Encouraging Contractor Policies to Ban Text Messaging While Driving (AUG 2011) (E.O. 13513).	11-Aug
52.225-13	Restrictions on Certain Foreign Purchases (Jun 2008)	8-Jun
52.232-40	PROVIDING ACCELERATED PAYMENTS TO SMALL BUSINESS SUBCONTRACTORS	13-Dec
52.245-1	GOVERNMENT PROPERTY	12-Apr
52.245-1	GOVERNMENT PROPERTY – ALTERNATE I	12-Apr
52.246-2	INSPECTION OF SUPPLIES--FIXED-PRICE	Aug-96
52.246-16	RESPONSIBILITY FOR SUPPLIES	Apr-84