TA Aerospace
Purchase Order Terms and Conditions
(FIXED PRICE CONTRACTS)

The following terms and conditions are applicable, in addition to TA Aerospace Purchase Order Terms & Conditions which can be viewed at www.esterline.com/engineeredmaterials/TAProducts/ContactUs.aspx. The appearance of a Department of Defense (DOD), National Aeronautics and Space Administration (NASA), or other Federal agency prime contract number on the face of the Buyer's Purchase Order shall conclusively establish the applicability, as well as the incorporation into this contract, of that agency's clauses contained in the subparagraphs hereunder. To the extent of any inconsistencies between the Purchase Order Terms and Conditions and the Terms and Conditions hereunder, the latter shall prevail.

GENERAL PROVISIONS

The provisions of the contract clauses referenced below, as in effect on the date of the award of this subcontract (except as required to be changed by statute), are incorporated in this subcontract by reference with the same force and effect as though herein set forth in full. All such clauses shall, with respect to the rights, duties and obligations of the Company and the Subcontractor hereunder, be interpreted and construed in such manner as to recognize and give effect to the contractual relationship between the Company and the Subcontractor under this subcontract and the rights of the U. S. Government with respect thereto under the Prime Contract from which such clauses are derived. As used therein, the term "the Contractor" and equivalent terms shall mean the Subcontractor and the terms "the Government" and "the Contracting Officer" and equivalent terms shall include the Company and the Company's authorized representative hereunder, respectively, except under those clauses relating to the rights to audit or examine the Subcontractor's financial records, and all other clauses noted with an asterisk (*), in which case the terms "the Government" and "the Contracting Officer" shall mean the U. S. Government and the Contracting Officer under the Prime Contract, respectively. The word "contract" and like terms shall mean this subcontract.

Federal Acquisition Regulations (FAR)

The following clauses are incorporated herein by reference:

Reference	Title
52.203-11	Anti-Kickback Procedures
52.204-2	Security Requirements
52.209-6	Protecting the government's interest when subcontracting with contractors debarred, suspended, or proposed for debarment
52.211-5	Material Requirements
52.211-15	Defense priority and Allocation Requirements (Applicable if this is a rated contract)
52.215-10	Price Reduction for Defective Cost or Pricing Data
52.215-19	Notification of Ownership Changes (applicable if this contract meets the requirements of FAR14.408 (k), Note 2 applies)
52.216-5	Price Redetermination - Prospective
52.216-6	Price Redetermination - Retroactive
52.216-16	Incentive Price Revision - Firm Target
52.216-17	Incentive Price Revision - Successive Target
52.219-8	Utilization of Small Business Concerns and Small Disadvantaged Business Concerns- This clause is applicable if this contract exceeds the FAR simplified acquisition threshold.
52.222-1	Notice to the Government of Labor Disputes
52.222-3	Convict Labor (not applicable if the subcontract is subject to the Walsh-Healey Public Contracts Act)
52.222-21	Prohibition of Segregated Facilities. (Feb 1999)
52.222-26	Equal Opportunity (Feb 1999)
52.222-41	Service Contract Act of 1965
52.224-2	Privacy Act
52.223-3	Hazardous Material Identification and Material Safety Data
52.223-4	Recovered Material Certification (Oct 1997)
52.225-1	Buy American Act – Balance of Payments Program - Supplies (Feb 2000)
52.225-3	Buy American Act--North American Free Trade Agreement--Israeli Trade Act--Balance of Payments Program. (Feb 2000)
52.227-14	Rights in Data – General (Jun 1987) -- As Modified by NASA FAR Supplement 1852.227-14 – Alternate II (Jun 1987) – Alternate III (Jun 1987) – Alternate V (Jun 1987), commercial items are exempt
52.242-13	Bankruptcy. (Jul 1995) (Note 2 applies)
52.247-64	Preference for Privately Owned U.S.-Flag Commercial Vessels (Jun 1997) --Alt I (Apr 1984)

The following Far Clauses apply to this Contract if the value of this Contract equals or exceeds $10,000.

52.222-20	Walsh-Healey Public Contracts Act
52.222-35	Equal Opportunity for Special Disabled Veterans, of the Vietnam Era, and other Eligible Veterans.
52.222-36	Affirmative Action for Workers with Disabilities

The following Far Clauses apply to this Contract if the

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value of this Contract equals or exceeds $25,000.

52.215-2	Audit and Records-Negotiations
52.215-37	Employment Reports on disabled veterans and veterans of the Vietnam Era.

The following Far Clauses apply to this Contract if the value of this Contract equals or exceeds $50,000.

52.222-25	Affirmative action Compliance

The following Far Clauses apply to this Contract if the value of this Contract equals or exceeds $100,000.

52.203	Restriction of Subcontractor sales to the Government
52.203-7	Anti-kickback Procedures
52.203-12	Limitation to payment to influence Certain Federal Transactions
52.215-14	Integrity of unit Prices.
52.223-9	Certification and Estimate of Percentage of Recovered Material Content for EPA Designated Items
52.227-1	Authorization of Consent
52.227-2	Notice and Assistance Regarding Patent and Copyright Infringement
52.248-1	Value Engineering

The following Far Clauses apply to this Contract if the value of this Contract equals or exceeds $500,000.

52.219-9	Small Business Subcontracting Plan (Required if Contractor is a large Business)

The following Far Clauses apply to this Contract if the value of this Contract equals or exceeds $550,000.

52.215-10	Price Reduction for Defective Cost or Pricing Data
52.215-12	Subcontracting Cost or Pricing Data

DFARS CLAUSES

252.225-7002 Restriction on food, clothing, fabrics, specialty metals, and or measuring tools. Berry Amendment requirements contained at 10 USSC 2533 a/b.

52.222.56 (I)

52.222.56 (II)

52.222.50 Combating Trafficking in Persons