



**LUMISTAR, INC.**  
**PURCHASE ORDER FLOWDOWNS, REV. A**

FAR/DFARS Compliance

Government Subcontract Compliance

1.0 Counterfeit Parts

To the extent that Supplier is delivering electronic parts as defined by DFARS 252.246-7007, Supplier warrants and represents that it maintains a counterfeit electronic part detection and avoidance system that complies fully with the requirements of DFARS 252.246-7007.

2.0 Code of Federal Regulations

Lumistar and its customers may, in their discretion, sell Supplier's Products (including supplies, software, documentation, or services) to the United States Government. Supplier warrants and represents that its Products are "commercial items" as that term is defined at 48 C.F.R. 2.101. Supplier shall promptly notify Lumistar in the event a Product does not qualify as a "commercial item".

3.0 Computer Software

Should U.S. Government end users acquire Products that consist of "commercial computer software" and "commercial computer software documentation" as such terms are used in 48 C.F.R. 12.212, their rights will be consistent with those rights set forth in 48 C.F.R. 12.212 which generally limits their rights to the licenses customarily provided by Supplier to the public.

4.0 Affirmative Action

Supplier shall comply with all applicable provisions of Executive Order 11246 and of the rules, regulations and relevant orders of the U.S. Department of Labor pertaining to equal employment opportunity and affirmative action. As applicable, Supplier and its subcontractors shall abide by the requirements of 41 C.F.R 60-300.5(a). This regulation prohibits discrimination against qualified protected veteran, and requires affirmative action by covered prime contractors and subcontractors to employ and advance in employment qualified protected veterans. As applicable, Supplier and its subcontractors shall abide by the requirements of 41 C.F.R. 60-741.5(a). This regulation prohibits discrimination against qualified individuals on the basis of disability, and requires affirmative action by covered prime contractors and subcontractors to employ and advance in employment qualified individuals with disabilities.

5.0 Debarment

In accordance with FAR 52.209-6, Supplier requests and warrants that neither Supplier, nor any of its principals, have been debarred, suspended, proposed for debarment, or declared ineligible for the award of contracts by any federal agency. Supplier shall promptly notify Avnet in the event that the foregoing statement is no longer correct.

## 6.0 Use of Free, Libre and Open Source Software (FLOSS)

As used herein, "FLOSS License" means the General Public License ("GPL"), Lesser/Library GPL (LGPL), the Affero GPL (AGPL), the Apache License, the Berkeley Software Distribution License (BSD), the MIT License, the Artistic License (e.g. PERL), the Mozilla Public License (MPL), or variations thereof, including without limitation licenses referred to as "Free Software License", "Open Source License", "Public License", or "GPL Compatible License".

Supplier shall disclose to Customer in writing, by completing a supplier certification, listing all FLOSS software that (a) may require any software to be published, accessed or otherwise made available without the consent of the Customer; (b) may require distribution, copying or modification of any software free of charge; (c) may require disclosure, license or redistribution of source code; (d) may require the grant of rights in excess of those granted by Customer in its standard end user license agreements; (e) may require that others have the right to modify the code, or, (f) may impose additional requirements on redistribution such as inclusion of additional license agreements for specific code modules.

Supplier shall promptly notify Customer in the event any current FLOSS software licensing has been updated and had become subject to the licensing requirements as listed above.

## 7.0 Combating Trafficking in Persons

In accordance with FAR 52.222-50, Supplier shall not engage in: (1) severe forms of trafficking in persons; (2) procure commercial sex acts; (3) use forced labor; (4) destroy, conceal, confiscate, or otherwise deny access by an employee to the employee's identity or immigration documents; (5) use misleading or fraudulent practices during the recruitment of employees; (6) charge employees recruitment fees; (7) fail to provide return transportation or pay for the cost of return transportation upon the end of employment; (8) provide or arrange housing that fails to meet the host country housing and safety standards, and (9) if required by law or contract, fail to provide an employment contract, recruitment agreement, or other required work document in writing. Supplier certifies that it has implemented a compliance plan, when required to prevent any of the Contractor's knowledge and belief, neither it nor any of its agents, subcontractors, or their agents is engaged in any such activities; or (B) if abuses relating to any of the prohibited activities identified in this clause have been found, the Contractor or Subcontractor has taken the appropriate remedial and referral actions.

## 8.0 Import/Export and ITAR Regulations

Supplier agrees to comply with all U.S. Government export/import laws and regulations, including the Arms Export Control Act (Public Law 96-72, as amended), the International Emergency Economic Powers Act (Public Law 95-223), and Export Administration Regulations (EAR), 15 C.F.R. Parts 730-774, administered by the U.S. Commerce Department's Bureau of Industry and Security ("BIS"), where required. Violation of these export laws and regulations can lead to severe civil and criminal penalties. ITAR, 22 C.F.R. 120.15, defines "U.S. person" as a person who is a U.S. citizen or lawful permanent resident as defined by 8 U.S.C. 1101(a)(20), or who is a protected individual as defined by 8 U.S.C. 1324b(a)(3). It also means any corporation, business association, partnership, society, trust, or any other entity, organization or group that is incorporated to do business in the United States. It also includes any governmental (federal, state, or local) entity. The EAR similarly identifies U.S. persons for export control purposes.

Supplier is responsible for compliance with any applicable export control laws and regulations with respect to any defense articles, defense services, or EAR-controlled items provided by it to Lumistar. In particular, the release of ITAR- or EAR-controlled technology, technical data, or software source code by the supplier to a Foreign Person (including a Foreign Person Employee or another Foreign Person for the purpose of Off Shore Procurement) is defined as an export under the ITAR (22 C.F.R 120.17 and 124.13) and EAR (15 C.F.R. 734.2(b)) and is subject to the licensing requirements of the ITAR- or EAR-, as applicable. Supplier will obtain any authorizations required for the export of any defense articles, defense services, or EAR-controlled items provided by Lumistar, including for the release of any ITAR- or EAR-controlled technology, technical data, or software source code to any Foreign person in or outside of the United States.

## 9.0 Applicable FAR/DFARS

As applicable, the Federal Acquisition Regulation ("FAR") and Department of Defense FAR Supplement ("DFARS") clauses set forth below shall be incorporated in this Purchase Order. These FAR and DFARS clauses shall be interpreted and construed in such a manner as to recognize and give effect to the contractual relationship between Lumistar and Supplier and applicable flow-down obligations under the FAR and DFARS. Supplier agrees that Lumistar may flow down the FAR, DFARS and agency clauses set forth in this Section on purchase orders regardless of any terms in the Agreement disclaiming the applicability of additional purchase order terms and conditions.

### FAR/DFARS Clause Provision Title

#### 1.0 FAR and DFAR Clauses:

##### A. Clauses Applicable to All Purchase Orders:

Clause	Description	Notes
FAR 52.204-9	Personal Identity Verification of Contractor Personnel	
FAR 52.211-5	Material Requirements	
FAR 52.211-15	Defense Priority and Allocation Requirements	

FAR 52.215-20	Requirements for Cost or Pricing Data or Information Other Than Cost or Pricing Data	
FAR 52.215-21	Requirements for Cost or Pricing Data or Information Other Than Cost or Pricing Data – Modification	
FAR 52.222-41	Service Contract Act of 1965	
FAR 52.222-50 & Alt 1	Combating Trafficking in Persons and Alternate 1	
FAR 52.553-3	Hazardous Material Identification and Material Safety Data	
FAR 52.223-5	Pollution Prevention and Right-to-Know Information	
FAR 52.223-7	Notice of Radioactive Materials	
FAR 52.223-11	Ozone-Depleting Surfaces	
FAR 52.223-18	Contractor Policy to Ban Text messaging While Driving	
FAR 52.224-2	Privacy Act	
FAR 52.225-1	Buy American Act – Supplies	
FAR 52.225-8	Duty-Free Entry	
FAR 52.225-13	Restrictions on Certain Foreign Purchases	
FAR 52.227-9	Refund of Royalties	
FAR 52.227-10	Filing of Patent Applications-Classified Subject Matter	
FAR 52.227-11	Patent Rights-Ownership by the Contractor	
FAR 52.227-14	Rights in Data – General	
FAR 52.227-19	Commercial Computer Software License	
FAR 52.234-1	Industrial Resources Develop under Production Act Title III	
FAR 52.243-1	Changes – Fixed Price	
FAR 52.243-6	Change Order Accounting	
FAR 52.244-6	Subcontracts for Commercial Items	
FAR 52.245-1 & Alt 1	Government Property	Includes Alt 1 when applicable

FAR 52.245-9	Use and Changes	
FAR 52.246-2	Inspection of Supplies – Fixed Price	
FAR 52.246-15	Responsibility for Supplies	
FAR 52.247-63	Preference for U.S.-Flag Air Carriers	
FAR 52.247-64	Preference for Privately Owned U.S.-Flag Commercial Vessels	
DFARS 252.203-7000	Requirements Relating to Compensation of Former DoD Officials	
DFARS 252.203-7001	Prohibition of Persons Convicted of Fraud or Other Defense Contract Related Felonies	
DFARS 252.203-7002	Prohibition on Persons convicted of Fraud or Other Defense Contract-Related Felonies	Applies if this agreement exceeds the simplified acquisition threshold.
DFARS 252.203-7003	Agency Office of the Inspector General	
DFARS 252.204-7000	Disclosure of Information	
DFARS 252.204-7003	Control of Government Personnel Work Product	
DFARS 252.204-7008	Export-Controlled Items	
DFARS 252.204-7005	Oral Attestation of Security Responsibilities	Applies when the clause FAR 52.204-2 applies
DFARS 252.204-7009	Limitations on the Use and Disclosure of Third Party Contractor Reported Cyber Incident Information	Applies if this Agreement involves services that include support for the government's activities related to safeguarding Covered Defense Information (CDI) and cyber incident reporting
DFARS 252.204-7012	Safeguarding Covered Defense Information and Cyber Incident Reporting	Applies to Prime Contracts and Subcontracts resulting from Solicitations

		issued after July 2017.
DFARS 252.204-7014	Limitations on the Use or Disclosure of Information by Litigation Support Contractors	
DFARS 252.204-7015	Notice of Authorized Disclosure of information for Litigation Support	
DFARS 252.208-7000	Intent to Furnish Precious Metals as Government Furnished Materials	
DFARS 252.209-7009	Organizational Conflict of Interest – Major Defense Acquisition Program	Applies if this agreement is for systems engineering or technical assistance for a major defense acquisition program or pre-major defense acquisition program
DFARS 252.211-7003	Item Identification and Valuation	
DFARS 252.211-7006	Passive Radio Frequency Identification	Applies if this Agreement will require shipment of items meeting the criteria at DFAR 211.275-2
DFARS 252.211-7007	Item Unique Identification of Government Property	
DFARS 252.216-7003	Economic Price Adjustment – Wage Rates or Material Prices Controlled by a Foreign Government	(Applies (a) if this Agreement is a fixed-price supply or service contract that is to be performed wholly or in part in a foreign country; and (b) a foreign government controls wage rates or material prices and may, during contract

		performance, impose a mandatory change in wages or prices of material.)
DFARS 252.219-7003	Small Business Subcontracting Plan (DoD Contracts)	
DFARS 252.222-7000	Restrictions of Employment of Personnel	
DFARS 252.222-7002	Compliance with Local Labor Laws (Overseas)	
DFARS 252.223-7001	Hazard Warning Labels	
DFARS 252.223-7002	Safety Precautions for Ammunition and Explosives	
DFARS 252.223-7003	Change in Place of Performance – Ammunition and Explosives	
DFARS 252.223-7006	Prohibition on Storage and Disposal of Toxic and Hazardous Materials	
DFARS 252.223-7007	Safeguarding Sensitive Conventional Arms, Ammunition and Explosives	
DFARS 252.223-7008	Prohibition of Hexavalent Chrome	Applicable if this Agreement is for supplies,  Maintenance, and repair services, or construction materials
DFARS 252.225-7001	Buy American Act and Balance of Payments Program	
DFARS 252.225-7002	Qualifying Country Sources as Subcontractors	
DFARS 252.225-7007	Prohibition on Acquisition of United States Munitions List Items from Communist Chinese Military Companies	
DFARS 252.225-7013	Duty-Free Entry	
DFARS 252.225-7014 & Alt 1	Preference for Domestic Specialty Metals and Alternate 1	Applicable to subcontracts in support of prime contracts issued prior to July 2009
DFARS 252.225-7016	Restriction on Acquisition of Ball and Roller bearings	

DFARS 252.225-7019	Restrictions on Acquisition of Foreign Anchor and Mooring Chain	
DFARS 252.225-7025	Restriction on the Acquisition of Forgings	
DFARS 252.225-7027	Restriction on Contingent Fees for Foreign Military Sales	
DFARS 252.225-7028	Exclusionary Policies and Practices of Foreign Governments	
DFARS 252.225-7030	Restriction on Acquisition of Carbon, Alloy, and Armor Steel Plate	
DFARS 252.225-7031	Secondary Arab Boycott of Israel	
DFARS 252.225-7038	Restriction on Acquisition of Air Circuit Breakers	
DFARS 252.225-7040	Contractor Personnel Supporting U.S. Armed Forces Deployed Outside the United States	
DFARS 252.225-7043	Antiterrorism/Force Protection Policy for Defense Contractors Outside the United States	
DFARS 252.225-7047	Exports by Approved Community Members in Performance of the Contract	
DFARS 252.225-7048	Export Controlled Items	
DFARS 252.225-7051	Prohibition on Acquisition of Certain Foreign Commercial Satellite Services	
DFARS 252.227-7013	Rights in Technical Data – Noncommercial Items	
DFARS 252.227-7014	Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation	
DFARS 252.227-7015	Technical Data – Commercial Items	
DFARS 252.227-7016	Rights in Bid proposal Information	
DFARS 252.227-7017	Identification and Assertion of Use, Release, or Disclosure Restrictions	
DFARS 252.227-7019	Validation of Asserted Restrictions – Computer Software	
DFARS 252.227-7025	Limitation on the Use or Disclosure of Government Furnished Information	
DFARS 252.227-7026	Deferred Delivery of Technical Data or Computer Software	
DFARS 252.227-7027	Deferred Ordering of Technical Data or Computer	



	Software	
DFARS 252.227-7028	Technical Data or Computer Software Previously Delivered to the Government	
DFARS 252.227-7030	Technical Data – Withholding of Payment	
DFARS 252.227-7037	Validation of Restrictive Markings on Technical Data	
DFARS 252.227-7038	Patent Rights – Ownership by the Contractor (Large Business)	
DFARS 252.227-7039	Patents - Reporting of Subject Inventions	
DFARS 252.228-7001	Ground and Flight Risk	
DFARS 252.228-7005	Accident Reporting and Investigation Involving Aircraft, Missiles, and Space Launch Vehicles	
DFARS 252.229-7014	Taxes – Foreign Contracts in Afghanistan	
DFARS 252.231-7000	Supplemental Cost Principles	
DFARS 252.234-7002	Earned Value Management System	Applicable if specified in the Prime Contract
DFARS 252.235-7003	Frequency Authorization	
DFARS 252.237-7023	Continuation of Essential Contractor Services	Applies if contract is for mission critical services
DFARS 252.237-7024	Continuation of Essential Contractor Services	This is the clause used in solicitations when 252.237-7023 will be used in the Prime Contract
DFARS 252.239-7001	Information Assurance Contractor Training and Certification	
DFARS 252.239-7010	Cloud Computing Services	
DFARS 252.239-7016	Telecommunications Security, Equipment, Devices, Techniques, and Services	
DFARS 252.293-7018	Supply Chain Risk	
DFARS 252.244-7000	Subcontracts or Commercial Items and Commercial Components	

DFARS 252.245-7001	Tagging, Labeling, and Marking of Government Furnished Property	Applies when clause 52.245-1 applies
DFARS 252.245-7002	Reporting Loss of Government Policy	Applies when clause 52.245-1 applies
DFARS 252.245-7003	Contractor Property Management System Administration	Applies when clause 52.245-1 applies
DFARS 252.246-7001	Warranty of Data	
DFARS 252.246-7003	Notification of Potential Safety Issues	
DFARS 252.246-7007	Contractor Counterfeit Electronic Part Detection and Avoidance System	
DFARS 252.246-7008	Sources of Electronic Parts	
DFARS 252.247-7023	Transportation of Supplies by Sea	
DFARS 252.249-7002	Notification of Anticipated Contract Termination or Reduction	

B. Additional Clauses Applicable to All Purchase Orders Over \$10,000:

Clause	Description	Notes
FAR 52.222-21	Prohibition on Segregated Facilities	
FAR 52.222-22	Previous Contracts and Compliance Reports	
FAR 52.222-25	Affirmative Action Compliance	
FAR 52.222-26	Equal Opportunity	
FAR 52.222-40	Notification of Employee Rights Under the National Labor Relations Action	
FAR 52.228-3	Worker's Compensation Insurance (Defense base Act)	
FAR 52.228-4	Worker's Compensation and War Hazard Insurance Overseas	
29 CFR Part 471, Appendix A to Subpart A	Notification of Employee Rights Under Federal Labor Laws (The employee notice clause specified in 29 CFR Part 471, Appendix A to Subpart A)	Applies to prime contracts and subcontracts resulting from solicitations issued after June 20, 2010.

C. Additional Clauses Applicable to All Purchase Orders over \$15,000:

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Clause	Description	Notes
FAR 52.204-10	Reporting Executive Compensation and First-Tier Subcontract Awards	Applicable to subcontracts exceeding \$25,000.
FAR 52.209-6	Protecting the Government's Interest when Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment	Applies to subcontracts exceeding \$30,000.
FAR 52.222-20	Walsh-Healy Public Contracts Act	
FAR 52.222-36	Affirmative Action for Workers with Disabilities	

D. Additional Clauses Applicable to All Purchase Orders over \$100,000:

Clause	Description	Notes
FAR 52.222-35	Equal Opportunity for Veterans	
FAR 52.222-37	Employment Reports on Veterans	

E. Additional Clauses for Purchases over \$150,000:

Clause	Description	Notes
FAR 52.202.1	Definitions	
FAR 52.203-2	Certificate of Independent Price Determination	
FAR 52.203-3	Gratuities	
FAR 52.203-5	Covenant Against Contingent Fees	
FAR 52.203-6	Restrictions on Subcontractor Sales to the Government	
FAR 52.203-7	Anti-Kickback Procedures	Remove paragraph (c)(1)
FAR 52.203-8	Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity	
FAR 52.203-10	Price or Fee Adjustment for Illegal or Improper Activity	
FAR 52.203-11	Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions	
FAR 52.203-12	Limitation on Payments to Influence Certain Federal Transaction	
FAR 52.209-5	Certification Regarding Responsibility Matters	
FAR 52.215-2	Audits and Records Negotiation	
FAR 52.215-14	Integrity of Unit prices	Remove paragraph (b)

FAR 52.219-8	Utilization of Small Business Concerns	
FAR 52.222-4	Contract Work Hours and Safety Standards Act – Overtime Compensations	
FAR 52.222-54	Employment Eligibility Verification	
FAR 52.227-1	Authorization and Consent and Alternative 1	Applicable only if included in prime contract
FAR 52.227-2	Notice and Assistance Regarding Patent and Copyright Infringement	
FAR 52.228-5	Insurance-Work on a Government Installation	
FAR 52.242-13	Bankruptcy	
FAR 52.244-5	Competition in Subcontracting	
FAR 52.248-1	Value Engineering	
FAR 52.249-2	Termination for Convenience of the Government (Fixed-Price)	In paragraph (d), revise “45 days” to state “60 days”. In paragraph € revise (1 year” to state “90 days”. In paragraph (I), revise “90 days” to state “60 days”
FAR 52.249-8	Default (Fixed-Price Supply and Service)	
DFARS 252.209-7004	Subcontracting with Firms that are Owned or Controlled by the Government of a Terrorist Country	
DFARS 252.225-7008	Restriction on Acquisition of Specialty Metals	
DFARS 252.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals	
DFARS 252.225-7012	Preference for Certain Domestic Commodities	
DFARS 252.225-7015	Restriction on Acquisition of Hand or Measuring Tools	
DFARS 252.225-7021	Trade Agreements	
DFARS 252.247-7024	Notification of Transportation of Supplies by Sea	
DFARS 252.249-7002	Notification of Anticipated Contract Terminations or Reductions	Remove paragraph (d)(1)

F. Additional Clauses Applicable to All Purchase Orders over \$500,000:

Clause	Description	Notes
FAR 52.209-7	Information Regarding Responsibility Matters	
FAR 52.209-9	Updates of Publicly Available Information Regarding Responsibility Matters	
DFARS 252.226-7001	Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns	Applicable to Purchase Orders over \$500,000.

G. Additional Clauses for Purchase Orders over \$650,000:

Clause	Description	Notes
FAR 52.219-9	Small Business Subcontracting Plan	
FAR 52.219-16	Liquidated Damages – Subcontracting Plan	
DFARS 252.225-7006	Quarterly Reporting of Actual Contract Performance Outside of the United States	

H. Additional Clauses Applicable to Purchase Orders over \$700,000:

Clause	Description	Notes
FAR 52.215-10	Price Reduction for Defective Cost or Pricing Data	
FAR 52.215-11	Price Reduction or Defective Cost or Pricing Data – Modifications	
FAR 52.215-12	Subcontractor Cost or Pricing Data	
FAR 52.215-13	Subcontractor Cost or Pricing Data Modifications	
FAR 52.215-15	Pension Adjustments and Asset Reversions	
FAR 52.215-18	Reversion or Adjustment of Plans for Post-Retirement Benefits (PRB) Other than Pensions	
FAR 52.215-19	Notification of Ownership Changes	
FAR 52.215-23	Limitation on Pass Through Charges	
FAR 52.230-2	Cost Accounting Standards	
FAR 52.230-3	Disclosure and Consistency of Cost Accounting Practices	
FAR 52.230-6	Administration of Cost Accounting Standards	
DFARS 252.215-7003	Excessive Pass-Through Charges – Identification of Subcontract Effort	
DFARS 252.215-7004	Excessive Pass-Through Charges	
DFARS 252.243-	Pricing of Contract Modifications	

7001			
DFARS 252.211-7000	Acquisition Streamlining		
DFARS 252.219-7004	Small Business Subcontracting Plan	Applies if this Agreement offers subcontracting opportunities, is required to include FAR 52.219-8, and the clauses at: FAR 52.219-9 and DFARS 252.219-7003; FAR 52.219-9 with its Alternate III and DFARS 252.219—7003 Alternate I; or DFARS 252.219-7004.	
DFARS 252.225-7033	Waiver of United Kingdom Levies		

I. Additional Clauses Applicable to Purchase Orders over \$1,000,000:

Clause	Description	Notes
DFARS 252.211-7000	Acquisition Streamlining	
DFARS 252.225-7033	Waiver of United Kingdom Levies	
DFARS 252.222-7006	Restricting the Use of Mandatory Arbitration Agreements	Applicable to purchase orders issued under prime contracts awarded after June 17, 2010, except for acquisition of commercial items or COTS items.

J. Additional Clauses Applicable to Purchase Orders over \$5,000,000:

Clause	Description	Notes
FAR 52.203-13	Contractor Code of Business Ethics and Conduct	Applicable if the period of performance is more than 120 days.
FAR 52.203-14	Display of Hotline Posters	
DFARS 252.203-7004	Display of Hotline Posters	
DFARS 252.234-7004	Cost and Software Data Reporting System - Basic	