

**FLOW DOWN PROVISIONS FOR
COMMERCIAL SUBCONTRACT /
PURCHASE ORDERS UNDER A U.S.
GOVERNMENT PRIME CONTRACT**

This Agreement is entered into by Buyer and Seller in support of a U.S. Government Contract. The Federal Acquisition Regulation (FAR) and Defense Federal Acquisition Regulation Supplement (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, during the performance of this Agreement unless made inapplicable by their respective notes, if any. The effective version of each provision shall be the same version in effect at the time the Order is placed or the previous version of the clause incorporated into the Buyer's Prime Contract, if different.

In the event of a conflict between these FAR and DFARS provisions and the Barnes Group Purchase Terms and Conditions, the FAR and DFARS provisions shall control. In the event of a conflict between the clauses listed below and the Buyer's Prime Contract, the Buyer's Prime Contract shall prevail. Where applicable, the terms "government," "Contracting Officer," and similar terms shall mean "Buyer," and the term "Contractor" and similar terms shall mean "Seller." The full text of a clause may be accessed electronically at URL: <http://farsite.hill.af.mil/vffar1.htm>

Section 1- DEFINITIONS

As used throughout this Agreement:

(A) "Agreement" means these terms and conditions, purchase orders or purchase agreements issued to Seller referencing these terms and conditions, and any supply agreements, specifications, statements of work, or other papers referenced in such purchase orders or purchase agreements.

(B) "Buyer" means Barnes Group Inc. (BGI) (or, as the case may be, a subsidiary of BGI) issuing the Order.

(C) "Goods" means all products contracted for by Buyer and supplied by Seller under this Agreement, including all components, raw materials, and intermediate assemblies thereof.

(D) "Order" means a purchase order, change order, subcontract or contract for the Goods or Services.

(E) "Prime Contract" means a contract defined by a government contract number printed on purchase orders or purchase agreements issued pursuant to this Agreement.

(F) "Seller" means the person or company contracting with Buyer to provide the Goods or Services.

(G) "Services" means those services contracted for by Buyer and supplied by Seller under this Agreement and as may further be described in purchase orders, purchase agreements, statements of work, specifications, or other papers included in this Agreement.

Section 2- AMENDMENTS REQUIRED BY PRIME CONTRACT

Seller agrees to negotiate with Buyer to incorporate additional provisions herein or to change provisions as Buyer reasonably deems necessary to comply with amendments or modifications to the applicable Prime Contract.

Section 3- FAR AND DFARS PROVISIONS INCORPORATED BY REFERENCE

A. The following FAR clauses are applicable as identified below:

1. The following FAR clauses apply to this Contract regardless of value

52.202-1 DEFINITIONS.

52.204-2 SECURITY REQUIREMENTS (Applicable to Orders that involve access to classified information).

52.204-9 PERSONAL IDENTITY VERIFICATION OF CONTRACTOR PERSONNEL (Applicable to Orders when Seller's employees are required to have routine physical access to a Federally-controlled facility and/or routine access to Federally-controlled information system).

52.204-21 BASIC SAFEGUARDING OF COVERED CONTRACTOR INFORMATION SYSTEMS (Applicable to Orders, including commercial, unless Seller is furnishing commercially available off-the-shelf items).

52.208-8 REQUIRED SOURCES FOR HELIUM AND HELIUM USAGE DATA.

52.211-5 MATERIAL REQUIREMENTS.

52.219-8 UTILIZATION OF SMALL BUSINESS CONCERNS.

52.222-4 CONTRACT WORK HOURS AND SAFETY STANDARDS-OVERTIME COMPENSATION (Applicable to Orders that require or involve the employment of laborers and mechanics at any tier).

52.222-21 PROHIBITION ON SEGREGATED FACILITIES.

52.222-26 EQUAL OPPORTUNITY.

52.222-41 SERVICE CONTRACT LABOR STANDARDS (Applicable to Orders that are subject to the Service Contract Labor Standards statute).

52.222-50 COMBATING TRAFFICKING IN PERSONS (Applicable to subcontracts for supplies, other than commercially available off-the-shelf items, acquired outside the U.S., or services to be performed outside the U.S.).

52.222-51 EXEMPTION FROM APPLICATION OF THE SERVICE CONTRACT LABOR STANDARDS TO CONTRACTS FOR MAINTENANCE,

CALIBRATION, OR REPAIR OF CERTAIN EQUIPMENT—REQUIREMENTS.

52.222-53 EXEMPTION FROM APPLICATION OF THE SERVICE CONTRACT LABOR STANDARDS TO CONTRACTS FOR CERTAIN SERVICES—REQUIREMENTS (Applicable to subcontracts for exempt services under the Services Contract Labor Standards statute).

52.222-55 MINIMUM WAGES UNDER EXECUTIVE ORDER 13658 (Applicable to all Orders subject to the Service Contract Labor Standards Statute or the Wage Rate Requirements Statute, and are to be performed in whole or in part in the United States.).

52.222-62 PAID SICK LEAVE UNDER EXECUTIVE ORDER 13706 (Applicable to Orders that are subject to the Service Contract Labor Standards statute or Wage Rate Requirements (Construction) statute).

52.223-7 NOTICE OF RADIOACTIVE MATERIALS (Applicable to Articles that contain radioactive material).

52.223-11 OZONE-DEPLETING SUBSTANCES (Applicable if the Articles were manufactured with or contain ozone-depleting substances).

52.224-2 PRIVACY ACT (Applicable to Orders that require the design, development, or operation of any system of records on individuals that is subject to the Privacy Act).

52.225-2 BUY AMERICAN ACT CERTIFICATE (Applicable to non-DoD contracts).

52.225-6 TRADE AGREEMENTS CERTIFICATE (Applicable to non-DoD contracts).

52.225-8 DUTY-FREE ENTRY (Applicable to Orders including supplies that may be imported into the United States).

52.225-13 RESTRICTIONS ON CERTAIN FOREIGN PURCHASES.

52.227-9 REFUND OF ROYALTIES (Applicable to Orders in which the amount of royalties reported during negotiation of Order exceeds \$250).

52.227-10 FILING OF PATENT APPLICATIONS-CLASSIFIED SUBJECT MATTER (Applicable to Orders that cover, or are likely to cover, classified subject matter).

52.227-11 PATENT RIGHTS-OWNERSHIP BY THE CONTRACTOR (Applicable to Orders for experimental, developmental, or research work to be performed by a small business concern or nonprofit organization, whenever any inventions are conceived or reduced to practice for commercial items developed in part at Government expense).

52.227-13 PATENT RIGHTS—OWNERSHIP BY THE GOVERNMENT (Applicable to Orders for experimental, developmental, or research work, whenever any inventions are conceived or reduced to practice for commercial items developed in part at Government expense and where the Seller is not located in the United States, does not have a place of business located in the United States or is the subject to the control of a foreign government).

52.227-14 RIGHTS IN DATA (Applicable to Orders where the Government agency is not part of DoD and when any technical data for commercial items developed in part at Government expense will be provided for delivery to the Government under Order).

52.232-40 PROVIDING ACCELERATED PAYMENTS TO SMALL BUSINESS SUBCONTRACTORS (Applicable to Orders to small businesses when Buyer receives

accelerated payments under its prime contract, including Orders for commercial items).

52.233-3 PROTEST AFTER AWARD (If Buyer's customer has directed Buyer to stop performance under Prime Contract under FAR 33.1, Buyer may direct Seller in writing to stop performance of this Order by written notice to Seller).

52.234-1 INDUSTRIAL RESOURCES DEVELOPED UNDER TITLE III, DEFENSE PRODUCTION.

52.234-4 EARNED VALUE MANAGEMENT SYSTEM.

52.242-13 BANKRUPTCY.

52.242-15 STOP WORK ORDER.

52.243-6 CHANGE ORDER ACCOUNTING (Applicable if prime contract requires Change Order Accounting).

52.244-6 SUBCONTRACTS FOR COMMERCIAL ITEMS.

52.245-1 GOVERNMENT PROPERTY WITH ALT I and II (Applicable if Government property is furnished in performance of this Contract).

52.247-63 PREFERENCE FOR U.S.-FLAG AIR CARRIERS (Applicable to Orders involving international air transportation).

52.247-64 PREFERENCE FOR PRIVATELY OWNED U.S. FLAG COMMERCIAL VESSELS (Applicable to Orders for commercial items, unless supplies being transported are items the Buyer is reselling or distributing to the U.S. Government without adding value, or shipped in direct support of U.S. military).

2. The following FAR clause(s) apply to this Order if the value of this Order exceeds \$3,500

52.222-54 EMPLOYMENT ELIGIBILITY VERIFICATION (Applicable to Orders for commercial or noncommercial services (except for commercial services that are part of the purchase of a commercial off-the-shelf item (or an item that would be a commercial off-the-shelf item, but for minor modification), performed by the commercial off-the-shelf provider, and are normally provided for that commercially off-the-shelf item) or construction).

52.223-18 ENCOURAGING CONTRACTOR POLICIES TO BAN TEXT MESSAGING WHILE DRIVING (Applicable to Orders that exceed the micro-purchase threshold).

3. The following FAR clause(s) apply to this Order if the value of this Order exceeds \$10,000

52.222-40 NOTIFICATION OF EMPLOYEE RIGHTS UNDER THE NATIONAL LABOR RELATIONS ACT.

4. The following FAR clause(s) apply to this Order if the value of this Order exceeds \$15,000

52.222-36 AFFIRMATIVE ACTION FOR WORKERS WITH DISABILITIES.

5. The following FAR clause(s) apply to this Order if the value of this Order is equal to or exceeds \$30,000

52.204-10 REPORTING EXECUTIVE COMPENSATION AND FIRST-TIER SUBCONTRACT AWARDS (Applicable to this Order only for the purpose of fulfilling the Buyer's reporting requirement for first-tier subcontract information as defined in paragraph (d)).

6. The following FAR clause(s) apply to this Order if the value of this Order is equal to or exceeds \$150,000

52.203-6 RESTRICTIONS ON SUBCONTRACTOR SALES TO THE GOVERNMENT (Applicable to Orders that exceed the simplified acquisition threshold).

52.203-7 ANTI-KICKBACK PROCEDURES.

52.203-12 LIMITATION ON PAYMENTS TO INFLUENCE CERTAIN FEDERAL TRANSACTIONS.

52.203-16 PREVENTING PERSONAL CONFLICTS OF INTEREST (Applicable to Order in which subcontractor employees will perform acquisition functions closely associated with inherently governmental functions).

52.203-17 CONTRACTOR EMPLOYEE WHISTLEBLOWER RIGHTS AND REQUIREMENT TO INFORM EMPLOYEES OF WHISTLEBLOWER RIGHTS (Applicable to Orders that exceed the simplified acquisition threshold).

52.203-19 PROHIBITION ON REQUIRING CERTAIN INTERNAL CONFIDENTIALITY AGREEMENTS OR STATEMENTS.

52.215-23 LIMITATIONS ON PASS-THROUGH CHARGES (Applicable to cost-reimbursement Orders that exceed the simplified acquisition threshold, except if the prime contract is with the Department of Defense, then this clause is applicable to all cost-reimbursement Orders and fixed-price Orders, except those identified in FAR 15.408(n)(2)(i)(B)(2), that exceed the threshold for obtaining cost or pricing data in accordance with FAR 15.403-4).

52.222-17 NONDISPLACEMENT OF QUALIFIED WORKERS (Applicable to Orders exceeding the simplified acquisition threshold when services are to be performed by Seller (i) under a service contract as defined by FAR 22.001, (ii) that succeed purchase orders for performance of the same or similar work at the same location, and (iii) that are not exempted by

FAR 22.1203-2 or waived in accordance with FAR 22.1203-3).

52.222-35 EQUAL OPPORTUNITY FOR VETERANS.

52.222-37 EMPLOYMENT REPORTS ON VETERANS.

52.227-1 AUTHORIZATION AND CONSENT (Applicable to Orders that exceed the simplified acquisition threshold).

52.227-2 NOTICE AND ASSISTANCE REGARDING PATENT AND COPYRIGHT INFRINGEMENT (Applicable to Orders that exceed the simplified acquisition threshold).

52.244-5 COMPETITION IN SUBCONTRACTING (Applicable to Orders that exceed the simplified acquisition threshold).

52.248-1 VALUE ENGINEERING.

7. The following FAR clause(s) apply to this Order if the value of this Order exceeds \$5,500,000

52.203-13 CODE OF BUSINESS ETHICS AND CONDUCT (Applies to Order when period of performance is more than 120 days) (By signing a contract or performing against a contract in which FAR 52.203-13 is applicable: Seller hereby certifies that it will comply with all elements of FAR 52.203-13 including timely disclosure, in writing, to the agency Office of the Inspector General (OIG), with a copy to the Contracting Officer, and the cognizant Buyer Procurement Representative whenever, in connection with the award, performance, or closeout of this contract or any subcontract thereunder, Seller has credible evidence that a principal, employee, agent, or subcontractor of the Seller has committed-

(1) A violation of Federal criminal law involving fraud, conflict of interest,

bribery, or gratuity violations found in Title 18 of the United States Code; or

(2) A violation of the civil False Claims Act (31 U.S.C. 3729-3733). Seller also certifies that, within 30 days of signing a contract or performing against a contract in which FAR 52.203-13 is applicable, Seller will establish a written code of business ethics and conduct and will make a copy of the code available to each employee engaged in performance of the contract).

B. The following DFARS clauses are applicable if this Order is placed under a Department of Defense Prime Contract

1. The following DFARS clauses apply to this Order regardless of value

252.203-7002 REQUIREMENT TO INFORM EMPLOYEES OF WHISTLEBLOWER RIGHTS.

252.204-7000 DISCLOSURE OF INFORMATION.

252.204-7008 EXPORT-CONTROLLED ITEMS (Applicable if Seller expects or involves access to or generation of export-controlled items).

252.204-7012 SAFEGUARDING COVERED DEFENSE INFORMATION AND CYBER INCIDENT REPORTING (Applicable to Orders for operationally critical support or for which performance will involve covered defense information, as defined in this clause. Buyer shall notify Seller when submitting a request to vary from a NIST SP 800-171 security requirement to the Government's Contracting Officer, in accordance with paragraph (b)(2)(ii)(B) of this clause; and provide to the Buyer the incident report number, automatically assigned by DoD as soon as practicable, when

reporting a cyber incident to DoD as required in paragraph (c) of the clause.).

252.204-7015 NOTICE OF AUTHORIZED DISCLOSURE OF INFORMATION FOR LITIGATION SUPPORT.

252.208-7000 INTENT TO FURNISH PRECIOUS METALS AS GOVERNMENT-FURNISHED MATERIAL (Applicable to Order when item being purchased contains precious metals).

252.211-7003 ITEM UNIQUE IDENTIFICATION AND VALUATION (Applicable to Order for any item for which item unique identification is required in accordance with paragraph (c)(1)).

252.223-7001 HAZARD WARNING LABELS (Applicable if this Order requires the delivery of hazardous materials).

252.223-7002 SAFETY PRECAUTIONS FOR AMMUNITION AND EXPLOSIVES (Applicable only if the articles furnished under this Order contain ammunition or explosives).

252.223-7006 PROHIBITION ON STORAGE, TREATMENT, AND DISPOSAL OF TOXIC OR HAZARDOUS MATERIALS (Applicable only to Orders that require, may require, or permit a Seller or its lower tier subcontractor's access to a DoD Installation).

252.223-7007 SAFEGUARDING SENSITIVE CONVENTIONAL ARMS, AMMUNITION, AND EXPLOSIVES (Applicable to Orders for (I) the development, production, manufacture, or purchase of arms, ammunition, and explosives, or (ii) when arms, ammunition, and explosives will be provided to the Seller as Government-furnished property).

252.223-7008 PROHIBITION OF HEXAVALENT CHROMIUM (Applicable to all Orders for supplies, maintenance and repair services or construction materials).

252.225-7000 BUY AMERICAN--BALANCE OF PAYMENTS PROGRAM CERTIFICATE.

252.225-7007 PROHIBITION ON ACQUISITION OF UNITED STATES MUNITIONS LIST ITEMS FROM COMMUNIST CHINESE MILITARY COMPANIES (Applicable if item is covered by the United States Munitions List).

252.225-7008 RESTRICTION ON ACQUISITION OF SPECIALTY METALS (Applicable if Order requires supply of item, component or raw material containing a "specialty metal" as defined under the clause to ensure compliance of the end products that Buyer will deliver to the Government).

252.225-7009 RESTRICTION ON ACQUISITION OF CERTAIN ARTICLES CONTAINING SPECIALTY METALS (Applicable in cases where Buyer is supplying the following (or components of the following): Aircraft; Missile or space systems; Ships; Tank or automotive items; Weapon systems; and Ammunition), except for commercially off the shelf items ("COTS"), specialty metal mill products, forgings or castings of specialty metals, commercially available high performance magnets, and COTS fasteners, in addition to paragraph (d) and (e)(1) which are deleted from this clause) (Applicable to the Order if it calls for the supply of an item, component or raw material containing a "specialty metal" as defined under the clause to ensure compliance of the end products that Buyer will deliver to the Government).

252.225-7010 COMMERCIAL DERIVATIVE MILITARY ARTICLE - SPECIALTY METALS COMPLIANCE CERTIFICATE (Applicable if DFARS 252.225-7009 is applicable and commercial derivative military articles (as defined under 252.225-7009) will be delivered under this Order).

252.225-7013 DUTY-FREE ENTRY.

252.225-7019 RESTRICTION ON ACQUISITION OF ANCHOR AND MOORING CHAIN.

252.225-7020 TRADE AGREEMENTS CERTIFICATE.

252.225-7025 RESTRICTIONS ON ACQUISITION OF FORGINGS.

252.225-7033 WAIVER OF UNITED KINGDOM LEVIES (Applicable if Order for supplies where lower-tier subcontract exceeding \$1 million with a U.K. firm is anticipated).

252.225-7047 EXPORTS BY APPROVED COMMUNITY MEMBERS IN PERFORMANCE OF THE CONTRACT (Applicable if DFARS 252.204-7008 also applies to the Order).

252.225-7048 EXPORT-CONTROLLED ITEMS.

252.227-7015 TECHNICAL DATA-- COMMERCIAL ITEMS (Applicable where technical data for commercial items developed in any part at private expense will be provided for delivery to Government under Order).

252.227-7016 RIGHTS IN BID OR PROPOSAL INFORMATION (Applicable to Orders that will include 252.227-7013, 252.227-7014, and 252.227-7015).

252.227-7019 VALIDATION OF ASSERTED RESTRICTIONS-COMPUTER SOFTWARE (Applicable to Orders where Seller's performance includes furnishing computer software that Buyer will furnish to the Government).

252.227-7033 RIGHTS IN SHOP DRAWINGS.

252.227-7037 VALIDATION OF RESTRICTIVE MARKINGS ON TECHNICAL DATA (Applicable where Orders include furnishing technical data).

252.227-7038 PATENT RIGHTS— OWNERSHIP BY THE CONTRACTOR (LARGE BUSINESS) (Applicable to Orders for experimental, developmental, or research work if the Seller is not a small business or nonprofit organization).

252.228-7001 GROUND AND FLIGHT RISK (Applicable only to Orders for the acquisition, development, production, modification, maintenance, repair, flight, or overhaul of aircraft unless exception in DFARS 228.370(b)(1) applies).

252.228-7005 ACCIDENT REPORTING AND INVESTIGATION INVOLVING AIRCRAFT, MISSILES, AND SPACE LAUNCH VEHICLES.

252.235-7003 FREQUENCY AUTHORIZATION (Applicable only to Orders requiring the development, production, construction, testing, or operation of a device for which a radio frequency authorization is required).

252.239-7010 CLOUD COMPUTING SERVICES (Applicable to Order that involves cloud services).

252.244-7000 SUBCONTRACTS FOR COMMERCIAL ITEMS AND COMMERCIAL COMPONENTS (DOD CONTRACTS).

252.246-7003 NOTIFICATION OF POTENTIAL SAFETY ISSUES (Applicable to Orders for (i) parts defined as critical safety items in accordance with this clause, (ii) systems and subsystems, assemblies, and subassemblies integral to a system, and (iii) repair maintenance, logistics support or overhaul services for systems and subsystems, assemblies, subassemblies, and parts integral to a system).

252.246-7007 CONTRACTOR COUNTERFEIT ELECTRONIC PART DETECTION AND AVOIDANCE SYSTEM (Applicable to Orders when goods or services

include electronic parts or assemblies containing electronic parts).

252.246-7008 SOURCES OF ELECTRONIC PARTS (Applies if Order is for electronic parts or assemblies containing electronic parts, unless Seller is original manufacturer).

252.247-7003 PASS-THROUGH OF MOTOR CARRIER FUEL SURCHARGE ADJUSTMENT TO THE COST BEARER (Applicable to Orders with motor carriers, brokers, or freight forwarders).

252.247-7023 TRANSPORTATION OF SUPPLIES BY SEA.

252.247-7024 NOTIFICATION OF TRANSPORTATION OF SUPPLIES BY SEA.

2. The following DFARS clause(s) apply to this Contract if the value of this Contract equals or exceeds \$150,000

252.249-7002 NOTIFICATION OF ANTICIPATED CONTRACT TERMINATION OR REDUCTION.

3. The following DFARS clause(s) apply to this Contract if the value of this Contract equals or exceeds \$500,000

252.226-7001 UTILIZATION OF INDIAN ORGANIZATIONS, INDIAN-OWNED ECONOMIC ENTERPRISES, AND NATIVE HAWAIIAN SMALL BUSINESS CONCERNS.

4. The following DFARS clause(s) apply to this Contract if the value of this Contract equals or exceeds \$1,500,000

252.211-7000 ACQUISITION STREAMLINING.

C. The following Certified Cost or Pricing Data clauses are applicable as described below, unless otherwise exempt (see FAR 15.408)

52.214-28 SUBCONTRACTOR CERTIFIED COST OR PRICING DATA-- MODIFICATIONS--SEALED BIDDING (Applicable to Orders that exceed the threshold for submission of certified cost or pricing data at FAR 15.403-4(a)(1)).

52.215-2 AUDIT AND RECORDS-NEGOTIATIONS (Applicable to Orders: (i) that are cost-reimbursement, incentive, time-and-materials, labor-hour, or price-redeterminable type or any combination of these, (ii) for which certified cost or pricing data are required ; or (iii) that require Seller to furnish reports as discussed in paragraph (e) of this clause).

52.215-10 PRICE REDUCTION FOR DEFECTIVE CERTIFIED COST OR PRICING DATA (Applicable only to Orders in which 52.215-12 also applies).

52.215-11 PRICE REDUCTION FOR DEFECTIVE CERTIFIED COST OR PRICING DATA – MODIFICATIONS (Applicable only to Orders in which 52.215-13 also applies).

52.215-12 SUBCONTRACTOR CERTIFIED COST OR PRICING DATA (Applicable to any Order over the dollar threshold identified in FAR 15.403-4(a)(1); if Order exceeds the identified dollar threshold, Seller must submit certified cost or pricing data to Buyer in accordance with FAR 15.408, unless an exception under FAR 15.403-1 applies).

52.215-13 SUBCONTRACTOR CERTIFIED COST OR PRICING DATA - MODIFICATIONS (Applicable to any Order over the dollar threshold identified in FAR 15.403-4(a)(1); requirements of the clause become applicable only for any modification to this Order involving a pricing adjustment expected to exceed the identified dollar threshold in FAR 15.403-4(a)(1)).

52.215-15 PENSION ADJUSTMENTS AND ASSET REVERSIONS (Applicable to Orders that exceed the threshold for submission of

certified cost or pricing data at FAR 15.403-4(a)(1)).

52.215-18 REVERSION OR ADJUSTMENT OF PLANS FOR POST-RETIREMENT BENEFITS (PRB) OTHER THAN PENSIONS
(Applicable to Orders that exceed the threshold for submission of certified cost or pricing data at FAR 15.403-4(a)(1)).

52.215-19 NOTIFICATION OF OWNERSHIP CHANGES (Applicable to Orders that exceed the threshold for submission of certified cost or pricing data at FAR 15.403-4(a)(1)).