

**CONTRACT NO. SPM2DP-11-R-0001**  
**FLOWDOWN REQUIREMENTS FOR**  
**COMMERCIAL ITEM CONTRACTS**

This contract is entered into by the parties in support of a U.S. Government contract. As used in the FAR clauses and other clauses incorporated by reference below and otherwise in this Contract:

1. "Commercial Item" means a Commercial Item as defined in FAR § 2.101.
2. "Contract" means this contract.
3. "Contracting Officer" shall mean the U.S. Government Contracting Officer for MedImmune's government prime contract under which this Contract is entered.
4. "Contractor" and "OFFEROR" means the SELLER, as defined in this Contract, acting as the immediate (first tier) subcontractor to MEDIMMUNE.
5. "Prime Contract" means the contract between MED[IMMUNE and the U.S. Government or between MEDIMMUNE and its higher-tier contractor who has a contract with the U.S. Government.
6. "Subcontract" means any contract placed by the contractor or lower-tier subcontractors under this Contract.

**I. INCORPORATION OF FAR & DFAR CLAUSES**

The Federal Acquisition Regulation (FAR) and Defense Federal Acquisition Regulation System (DFARS) clauses referenced below are incorporated herein by reference, with the same force and effect as if they were stated 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. The Contract Disputes Act, 41 U.S.C. § 601, *et seq.*, shall have no application to this Contract. Any reference to "Disputes" or a "Disputes clause" shall mean the disputes provisions of this Contract.

**A. NOTES**

1. Substitute "MEDIMMUNE" for "Government" or "United States" throughout this clause.
2. Substitute "MEDIMMUNE Procurement Representative" for "Contracting Officer", "Administrative Contracting Officer", and "ACO" throughout this clause.

**B. PRESERVATION OF THE GOVERNMENT'S RIGHTS**

If MEDIMMUNE 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 MEDIMMUNE, acting on its

own behalf, may modify or limit any rights the Government may have to authorize the Contractor's use of such Furnished Items in support of other U. S. Government prime contracts.

**C. CLAUSES INCORPORATED BY REFERENCE**

The following clauses from the Federal Acquisition Regulation (FAR) are hereby incorporated in the Contract by reference and shall have the same force and effect as if set forth in full text. The Vendor hereby acknowledges that is has in its possession or is otherwise familiar with all of the referenced clauses incorporated herein by reference and agrees to perform this Contract in accordance with the provisions of such referenced clauses and the other provisions of this Contract. The full text of the referenced clauses may be accessed electronically at various Internet sites, including <http://farsite.hill.af.mil/> and <http://www.amet.gov>.

The following FAR clauses apply to this Contract:

52.203-6 (over 150k) Restrictions on Subcontractor Sales to the Government.

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)).

52.209-6 (over 30k) Protecting the Government's Interest when Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment.

52.219-8 (over 150k) Utilization of Small Business Concerns (DEC 2010) (15 U.S.C. 637(d)(2) and (3)), in all subcontracts that offer further subcontracting opportunities. If the subcontract (except subcontracts to small business concerns) exceeds \$650,000 (\$1.5 million for construction of any public facility), the subcontractor must include 52.219-8 in lower tier subcontracts that offer subcontracting opportunities.

52.219-9 (over 650k) Small Business Subcontracting Plan.

52.219-16 (over 650k) Liquidated Damages- Subcontracting Plan.

52.222-26, Equal Opportunity (Mar 2007) (E.O. 11246).

52.222-35 (over 100k) Equal Opportunity for Veterans (Sep 2010) (38 U.S.C. 4212).

52.222-36 (over 15k) Affirmative Action for Workers with Disabilities (Oct 2010) (29 U.S.C. 793).

52.222-40 (over 10k) Notification of Employee Rights Under the National Labor Relations Act (DEC 2010) (E.O.13496). Flow down required in accordance with paragraph (f) of FAR clause 52.222-40.

52.222-41 Service Contract Act of 1965, (Nov 2007), (41 U.S.C. 351, *et seq.*)

52.222-50 Combating Trafficking in Persons (Feb 2009) (22 U.S.C. 7104(g)).

\_\_\_\_\_ Alternate I (Aug 2007) of 52.222-50 (22 U.S.C. 7104(g)).

52.222-51 Exemption from Application of the Service Contract Act to Contracts for Maintenance, Calibration, or Repair of Certain Equipment--Requirements (Nov 2007) (41 U.S.C. 351, *et seq.*)

52.222-53 Exemption from Application of the Service Contract Act to Contracts for Certain Services--Requirements (Feb 2009) (41 U.S.C. 351, *et seq.*)

52.222-54 (over 3k) Employment Eligibility Verification (Jan 2009).

52.226-6 (over 25k) Promoting Excess Food Donation to Nonprofit Organizations. (Mar 2009) (Pub. L. 110-247). Flow down required in accordance with paragraph (e) of FAR clause 52.226-6.

52.223-18 (over 3k) Contractor Policy to Ban Text Messaging While Driving.

52.225-13 Restrictions on Certain Foreign Purchases.

52.247-64, Preference for Privately-Owned U.S. Flag Commercial Vessels (Feb 2006) (46 U.S.C. Appx 1241(b) and 10 U.S.C. 2631). Flow down required in accordance with paragraph (d) of FAR clause 52.247-64.

The following DFAR clauses apply to this Contract:

252.226-7001 (over 500k) Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns.

252.225-7002 Qualifying Country Sources as Subcontractors.

252.219-7003 (over 650k) Small Business Subcontracting Plan.

252.237-7019, Training for Contractor Personnel Interacting with Detainees (SEP 2006) (Section 1092 of Public Law 108-375).

252.237-7010, Prohibition on Interrogation of Detainees by Contractor Personnel (NOV 2010) (Section 1038 of Pub. L. 111-84).

252.247-7003, Pass-Through of Motor Carrier Fuel Surcharge Adjustment to the Cost Bearer (SEP 2010) (Section 884 of Public Law 110-417).

252.247-7023, Transportation of Supplies by Sea. (MAY 2002) (10 U.S.C. 2631)

252.247-7024, Notification of Transportation of Supplies by Sea. (MAR 2000) (10 U.S.C. 2631)