

Boeing Defense & Space Group

Date: September 1997

EXHIBIT A

GOVERNMENT PROVISIONS

APPLICABLE TO

PRIME CONTRACT NAS5-97159

The clauses contained in the following Government regulations are incorporated by reference. Where necessary or appropriate to derive proper meaning in a subcontract situation, "Contractor" shall mean Seller. Government Clauses listed below or cited elsewhere in the contract shall be those in effect in January 1997.

FAR/DFARS Reference Title

52.211-15 Defense Priority and Allocation Requirements

52.215-26 Integrity of Unit Prices (Excluding paragraph (c))

52.215-40 Notification of Ownership Changes

52.219-8 Utilization of Small, Small Disadvantaged and Women-Owned Small Business Concerns

52.222-1 Notice of Labor Disputes ("Contracting Officer" means Buyer.)

52.225-11 Restrictions on Certain Foreign Purchases ("Contracting Officer"

means Buyer.)

52.227-1, Alt. I Authorization and Consent

52.242-15 Stop Work Order

52.244-5 Competition in Subcontracting

52.244-6 Subcontracts for Commercial Items and Commercial Components

18-52.219-74 Use of Rural Area Small Businesses

18-52.227-70 New Technology (Applies only if the contract involves experimental, developmental or research work.)

18-52.245-70 Acquisition of Centrally Reportable Equipment (Applies only if Government-owned property will be used in performing the contract. "Contracting Officer" means Buyer.)

18-52.245-73 Financial Reporting of Government-Owned/Contractor-Held Property

The following clause also applies if the contract price exceeds \$2,500:

52.222-36 Affirmative Action for Handicapped Workers

The following clauses also apply if the contract price exceeds \$10,000:

52.222-20 Walsh-Healy Public Contracts Act

52.222-35 Affirmative Action for Special Disabled and Viet Nam Era Veterans

52.222-37 Employment Report on Special Disabled Veterans and Veterans of the Viet Nam Era.

The following clauses also apply if the contract price exceeds \$100,000:

52.203-6 Restrictions on Subcontractor Sales to the Government

52.203-11 Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions (Seller's signed proposal provided the required certification.)

52.203-12 Limitation on Payments to Influence Certain Federal Transactions. (The disclosures of Seller and its lower tier subcontractors required by paragraph (c) shall be submitted to Buyer's Material Representative.)

52.215-2 Audit and Records-Negotiation (Applies only if contract is other than Firm-Fixed-Price, if cost or pricing data was required or if cost, funding or performance reports will be furnished.)

52.222-4 Contract Work Hours and Safety Standards Act - Overtime Compensation

52.223-2 Clean Air and Water (Also applicable if Seller's facility has been the subject of a conviction under the Clean Air Act or Federal Water Pollution Control Act.)

52.223-14 Toxic Chemical Release Reporting. (Paragraph (e) is deleted and "Contracting Officer" in paragraph (d) means Buyer.)

52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement.
("Contracting Officer" means Buyer.)

18-52.244-70 Geographic Participation in the Aerospace Program

The following clauses also apply if the contract price exceeds \$500,000:

52.215-39 Reversion or Adjustment of Plans for Post-Retirement Benefits
other than Pensions. (Applicable only if certified cost or pricing data is
provided.)

52.219-9 Small, Small Disadvantaged and Women-Owned Small Business
Subcontracting Plan. (Applies only if Seller is not a small business.
"Contracting Officer" in paragraphs (b) and (c) means Buyer.)

18-52.219-75 Small Business and Small Disadvantaged Business
Subcontracting Reporting

18-52.219-76 NASA Small Disadvantaged Business Goal (Applies only if
Seller is NOT a small business.)

**The following clauses also apply if Technical Data or Computer Software
will be Generated or Delivered:**

52.227-14 Rights in Data - General

18-52.227-14 Rights in Data -- General

A = ADDED

D = DELETED

R = REVISED