

2012 ANNUAL SUPPLIER CERTIFICATION

SUPPLIER CODE:
EXELIS INC. USE ONLY

SUPPLIER NAME:		PARENT COMPANY NAME:	
STREET:		STREET:	
CITY:	STATE/PROVINCE:	CITY:	STATE/PROVINCE:
ZIP/POSTAL:	COUNTRY:	ZIP/POSTAL:	COUNTRY:
PHONE:	EMPLOYEE TOTAL:	PHONE:	EMPLOYEE TOTAL:
FAX:	CAGE/FSCM:	PARENT WEBSITE:	
WEBSITE:		BILLING INFORMATION (IF DIFFERENT FROM SUPPLIER ADDRESS):	
NAICS U.S. INDUSTRY #:		STREET:	
TAX ID #:	CITY:	STATE/PROVINCE:	
DUNS #:	ZIP/POSTAL:	COUNTRY:	

THE FOLLOWING CERTIFICATIONS ARE EFFECTIVE FOR A PERIOD OF 12 MONTHS BEGINNING ON THE DATE OF SIGNATURE OF THIS DOCUMENT. IF THERE IS ANY CHANGE TO YOUR STATUS UNDER ANY OF THE FOLLOWING CERTIFICATIONS DURING THE PERIOD, YOU ARE REQUIRED TO INFORM THE EXELIS INC. BUSINESS UNIT NAMED ON THE ACCOMPANYING LETTERHEAD IN WRITING PROMPTLY, NO LATER THAN FIFTEEN (15) DAYS FROM THE CHANGE IN STATUS.

INSTRUCTIONS:

THE PROCUREMENT OF MATERIAL SUPPLIES OR SERVICES FOR A U.S. GOVERNMENT CONTRACT REQUIRES COMPLIANCE BY PRIME CONTRACTORS, SUBCONTRACTORS, AND SUPPLIERS WITH VARIOUS PROGRAMS ENACTED INTO LAW, IMPLEMENTED BY EXECUTIVE ORDER AND DECLARED BY FEDERAL REGULATIONS.

U.S. OWNED ENTITIES:

SECTION I IS REQUIRED BY EXELIS INC. EXPORT CONTROL. SECTIONS III & IV ARE REQUIRED BY EXELIS INC. TO UPDATE SUPPLIER RECORDS. SECTION V CONTAINS CERTIFICATIONS WHICH REQUIRE YOUR ACKNOWLEDGMENT PRIOR TO ANY SOLICITATION OR PURCHASE ORDER ACTIVITY. **PLEASE REVIEW AND COMPLETE SECTIONS: I, III, IV, V AND SIGN. THERE ARE NO EXCEPTIONS FOR ANY REQUIRED SECTION.**

NON-U.S. OWNED/ FOREIGN CONTROLLED ENTITIES:

SECTION II IS REQUIRED BY EXELIS INC. EXPORT CONTROL. SECTIONS III & IV ARE REQUIRED BY EXELIS INC. TO UPDATE SUPPLIER RECORDS. SECTION V CONTAINS CERTIFICATIONS WHICH REQUIRE YOUR ACKNOWLEDGEMENT PRIOR TO ANY SOLICITATION OR PURCHASE ORDER ACTIVITY. **PLEASE REVIEW AND COMPLETE SECTIONS: II, III, IV, V AND SIGN. THERE ARE NO EXCEPTIONS FOR ANY REQUIRED SECTION.**

SECTION I: EXPORT COMPLIANCE CERTIFICATION (DOMESTIC)

THIS SECTION TO BE COMPLETED BY U.S. OWNED ENTITIES ONLY

EXELIS INC. REQUIRES THAT ITS SUPPLIERS CERTIFY CERTAIN INFORMATION NECESSARY TO ENSURE COMPLIANCE WITH U.S. GOVERNMENT EXPORT CONTROL LAWS AND REGULATIONS. ADHERENCE TO THIS REQUIREMENT IS NECESSARY BEFORE EXELIS INC. WILL PLACE, OR CONTINUE TO PLACE, ANY ORDERS, PARTICIPATE IN TECHNICAL DISCUSSIONS OR PROVIDE ANY ITEMS, DATA, OR ASSISTANCE. THIS CERTIFICATION MUST BE SIGNED BY A DULY AUTHORIZED OFFICER OF YOUR COMPANY.

A. SUPPLIER EXPORT COMPLIANCE POINT OF CONTACT (U.S. OWNED SUPPLIERS ONLY)

THE PERSON BELOW IS AUTHORIZED TO DISCUSS/VERIFY/CONFIRM THE EXPORT COMPLIANCE REQUIREMENTS ASSOCIATED WITH THIS CERTIFICATION.

COMPANY NAME:	
POINT OF CONTACT:	TITLE:
PHONE:	FAX:
EMAIL ADDRESS:	

B. U.S. REGISTRATION REQUIREMENTS (22 CFR § 122.1)

ALL EXELIS INC. SUPPLIERS WHO ARE U.S. ENTITIES OR PERSONS MUST COMPLY WITH THE U.S. REGULATORY REQUIREMENTS CONTAINED IN THE U.S. INTERNATIONAL TRAFFIC IN ARMS REGULATIONS (ITAR); 22 CFR §122.1:

(A) ANY PERSON WHO ENGAGES IN THE UNITED STATES IN THE BUSINESS OF EITHER MANUFACTURING OR EXPORTING DEFENSE ARTICLES OR FURNISHING DEFENSE SERVICES IS REQUIRED TO REGISTER WITH THE DIRECTORATE OF DEFENSE TRADE CONTROLS. MANUFACTURERS WHO DO NOT ENGAGE IN EXPORTING MUST NEVERTHELESS REGISTER.

IS YOUR COMPANY REGISTERED WITH THE DIRECTORATE OF DEFENSE TRADE CONTROLS, U.S. DEPARTMENT OF STATE?

- YES EXPIRATION DATE: _____ CONTINUE TO D AND E.
- IN PROCESS APPLICATION DATE: _____ CONTINUE TO D AND E.
- NO MUST COMPLETE C BEFORE CONTINUING TO D AND E.

C. OUR BUSINESS IS NOT REQUIRED TO BE REGISTERED WITH THE U.S. DEPARTMENT OF STATE FOR THE FOLLOWING REASON(S):

CHECK ONLY ONE BOX.

- WE SUPPLY/MANUFACTURE PRODUCTS THAT ARE SUBJECT EXCLUSIVELY TO THE CONTROLS OF THE EXPORT ADMINISTRATION REGULATION (EAR) AND THEY ARE CLASSIFIED AS _____ (PROVIDE THE EXPORT CONTROL CLASSIFICATION NUMBER/ECCN).
- OUR PERTINENT BUSINESS ACTIVITY IS CONFINED EXCLUSIVELY TO THE PRODUCTION OF UNCLASSIFIED TECHNICAL DATA ONLY. THEREFORE, 22 CFR § 122.1(B)(2) APPLIES. NOTE: ONLY ONE OCCASION OF MANUFACTURING A DEFENSE ARTICLE IS NEEDED TO EFFECT THE MANUFACTURER REGISTRATION REQUIREMENT.

OUR BUSINESS ENGAGES ONLY IN THE FABRICATION OF ARTICLES FOR EXPERIMENTAL OR SCIENTIFIC PURPOSE, INCLUDING RESEARCH AND DEVELOPMENT. THEREFORE, 22 CFR § 122.1(b)(2) APPLIES.

OUR ACTIVITIES AS A DISTRIBUTOR/RESELLER HAVE NOT AND DO NOT INVOLVE THE MANUFACTURE OR EXPORT OF DEFENSE ARTICLES.

OUR SERVICE ACTIVITIES INVOLVING DEFENSE ARTICLES DO NOT INCLUDE BRAZING, BORING OUT HOUSINGS, OR ASSEMBLY. (THESE SERVICES DO CONSTITUTE THE MANUFACTURE OF DEFENSE ARTICLES AND DO REQUIRE MANUFACTURER REGISTRATION.)

WE ARE A CONSULTANT TO EXELIS INC., PROVIDING OTHER BUSINESS SERVICES. NONE OF THE AFOREMENTIONED OPTIONS APPLY TO OUR SERVICE AGREEMENT WITH EXELIS INC.

OTHER (PLEASE EXPLAIN): _____

D. REQUIRED SUPPLIER INFORMATION (ALL SUPPLIERS):

a. ARE YOU A U.S. COMPANY OR OTHER U.S. LEGAL ENTITY?

YES NO

b. DOES YOUR COMPANY EMPLOY NON-U.S. PERSONS OR USE NON-U.S. PERSONS AS CONTRACT LABOR OR CONSULTANTS AT ANY OF ITS U.S. LOCATIONS?

YES NO

c. DOES YOUR COMPANY PERFORM WORK AT NON-U.S. FACILITIES, AFFILIATES OR SUBSIDIARIES?

YES NO

d. WILL ANY THIRD PARTY WHO IS A NON-U.S. COMPANY OR WHO WILL UTILIZE NON-U.S. FACILITIES OR NON-U.S. PERSONS BE INVOLVED IN ANY WAY ON ANY EXELIS INC. TRANSACTIONS?

YES NO

e. WILL THE ITEM PRODUCED FOR EXELIS INC. OR TO BE PRODUCED FOR EXELIS INC. USE; ANY PART, MATERIAL, COMPONENT OR DATA THAT IS OR WOULD BE SUBJECT TO THE U.S. INTERNATIONAL TRAFFIC IN ARMS REGULATIONS (ITAR)?

YES NO

f. WILL YOUR COMPANY, WITHOUT APPROPRIATE GOVERNMENT AUTHORIZATION AND/OR APPROPRIATE EXPORT LICENSES, PERMIT ANYONE WHO IS NOT A U.S. PERSON TO HAVE ACCESS TO EXPORT CONTROLLED MATERIALS, INCLUDING TECHNICAL DATA, SUPPLIED BY EXELIS INC.?

YES NO

g. WILL YOUR COMPANY, WITHOUT APPROPRIATE GOVERNMENT AUTHORIZATION AND/OR APPROPRIATE EXPORT LICENSES, ASSIGN ANYONE WHO IS NOT A U.S. PERSON TO WORK UNDER ANY EXELIS INC. PURCHASE ORDER OR SUBCONTRACT FOR EXPORT CONTROLLED MATERIALS, INCLUDING TECHNICAL DATA?

YES NO

h. WILL YOUR COMPANY ADVISE THEIR EMPLOYEES WHO HAVE APPROVED ACCESS TO EXELIS INC. EXPORT CONTROLLED MATERIALS, INCLUDING TECHNICAL DATA, OF THEIR OBLIGATIONS REGARDING COMPLIANCE WITH U.S. EXPORT REGULATIONS?

YES NO

i. WILL YOUR COMPANY ENSURE THAT THE REQUIREMENTS OF THE CERTIFICATION ARE CONVEYED TO ANY SUB-TIER SUPPLIERS THAT WILL RECEIVE EXELIS INC. EXPORT CONTROLLED TECHNICAL DATA?

YES NO

j. WILL YOUR COMPANY SEGREGATE, PROTECT AND REGULATE EXPORT CONTROLLED PRODUCTS, TECHNICAL DATA AND DEFENSE SERVICES FROM NON-U.S. PERSONS?

YES NO

k. ARE THERE ANY ALTERNATE COMPANY LOCATIONS THAT ADHERE TO YOUR LOCATION'S PROCEDURES, FOR WHICH THE CERTIFICATIONS IN THIS DOCUMENT ALSO APPLY?

YES* NO

*IF YES, PLEASE LIST ALL ADDRESSES BELOW OR ATTACH A SEPARATE DOCUMENT LISTING THE APPLICABLE ADDRESSES.

E. EXPORT COMPLIANCE REQUIREMENT:

PLEASE READ THE FOLLOWING STATEMENTS AND SIGN THE CERTIFICATION BELOW:

I UNDERSTAND THAT CERTAIN GOODS, DATA AND/OR SERVICES TO BE PROVIDED BY EXELIS INC. UNDER A CONTRACT OR PURCHASE ORDER ARE SUBJECT TO U.S. GOVERNMENT EXPORT CONTROL REGULATIONS INCLUDING THE INTERNATIONAL TRAFFIC IN ARMS REGULATIONS (ITAR) AND THE EXPORT ADMINISTRATION REGULATIONS (EAR). GOODS OR DATA WHICH ARE SUBJECT TO EXPORT CONTROLS AND PROVIDED BY EXELIS INC. WILL NORMALLY BE CLEARLY MARKED AS SUCH. CONTROLLED SERVICES WILL BE CLEARLY IDENTIFIED.

I UNDERSTAND THAT I AM OBLIGATED TO CONTACT EXELIS INC. IMMEDIATELY TO OBTAIN ANY EXPORT CONTROL DETERMINATION IN CASES WHERE EXPORT CONTROL JURISDICTION HAS NOT BEEN CLEARLY MARKED OR OTHERWISE IDENTIFIED BY EXELIS INC.

I UNDERSTAND THAT PROVIDING ACCESS TO U.S. EXPORT CONTROLLED GOODS, DATA OR SERVICES TO NON-U.S. PERSONS EITHER IN THE U.S. OR ABROAD IS PROHIBITED WITH EXPORT AUTHORIZATION FROM THE U.S. GOVERNMENT AND WILL COMPLY WITH ALL U.S. GOVERNMENT IMPORT AND EXPORT LAWS AS APPLICABLE.

I CERTIFY THAT TO THE BEST OF MY KNOWLEDGE THE ABOVE INFORMATION IS TRUE AND CORRECT AND THAT OUR COMPANY SHALL BE RESPONSIBLE FOR ENSURING THAT THE REQUIREMENTS OF THIS CERTIFICATION ARE CONVEYED TO ALL SUB-TIER SUPPLIER THAT RECEIVE TECHNICAL DATA, EQUIPMENT OR TECHNOLOGY OF EXELIS INC.

PRINTED NAME & TITLE

COMPANY NAME

SIGNATURE

DATE

SECTION II: EXPORT COMPLIANCE CERTIFICATION (FOREIGN OWNED/FOREIGN CONTROLLED)

THIS SECTION TO BE COMPLETED BY FOREIGN OWNED/FOREIGN CONTROLLED ENTITIES ONLY

A. NON-U.S./FOREIGN SUPPLIER EXPORT COMPLIANCE POINT OF CONTACT

THE PERSON BELOW IS AUTHORIZED TO DISCUSS/VERIFY/CONFIRM THE EXPORT COMPLIANCE REQUIREMENTS ASSOCIATED WITH THIS CERTIFICATION.

COMPANY NAME:	
POINT OF CONTACT:	TITLE:
PHONE:	FAX:
EMAIL ADDRESS:	

B. CONTROL AND DISCLOSURE

- a. SUPPLIER HEREBY ACKNOWLEDGES NOTIFICATION THAT ANY DOCUMENTATION PROVIDED TO SUPPLIER WHICH IS DEFINED AS TECHNICAL DATA (INFORMATION REGARDING THE DESIGN, DEVELOPMENT, MANUFACTURE, PRODUCTION, ASSEMBLY, TESTING, REPAIR, MAINTENANCE OR MODIFICATION OF EXELIS INC. PRODUCTS OR SERVICES, HEREINAFTER CALLED "BUYER'S TECHNICAL DATA") IS SUBJECT TO U.S. GOVERNMENT EXPORT CONTROL REGULATIONS (EXPORT ADMINISTRATION REGULATIONS, "EAR" OR INTERNATIONAL TRAFFIC IN ARMS REGULATIONS, "ITAR"), AND SUPPLIER MAY NOT DISCLOSE BUYER'S TECHNICAL DATA TO ANY FOREIGN NATIONAL OR FOREIGN COUNTRY WITHOUT PRIOR WRITTEN APPROVAL FROM EXELIS INC. AND EITHER FROM THE U.S. DEPARTMENT OF COMMERCE (EAR) OR THE U.S. DEPARTMENT OF STATE (ITAR).
- b. SUPPLIER HEREBY ACKNOWLEDGES NOTIFICATION OF THE REQUIREMENT TO DISCLOSE TO EXELIS INC. ANY EMPLOYEES, BY COUNTRY, WHO HOLD DUAL-CITIZENSHIP STATUS WITH A COUNTRY OTHER THAN THE U.S. (E.G., THEY ARE CITIZENS OF YOUR COUNTRY AND A THIRD COUNTRY, OTHER THAN THE U.S.).

C. CERTIFICATION

I CERTIFY THAT TO THE BEST OF MY KNOWLEDGE THE ABOVE INFORMATION IS TRUE AND CORRECT AND THAT OUR COMPANY SHALL BE RESPONSIBLE FOR ENSURING THAT THE REQUIREMENTS OF THIS CERTIFICATION ARE CONVEYED TO ALL SUB-TIER SUPPLIER THAT RECEIVE BUYER'S TECHNICAL DATA, EQUIPMENT OR TECHNOLOGY.

PRINTED NAME & TITLE

COMPANY NAME

SIGNATURE

DATE

SECTION III: BUSINESS INFORMATION

THIS SECTION TO BE COMPLETED BY ALL SUPPLIERS

A. THE SUPPLIER, BY CHECKING THE APPLICABLE BOX, REPRESENTS THAT:

a. OWNERSHIP OF THE CORPORATION IS:

U.S.-OWNED

U.S. INCORPORATED WITH FOREIGN PARENT

FOREIGN-OWNED, REGISTERED FOR BUSINESS IN _____ (COUNTRY).

b. IT OPERATES AS

A CORPORATION INCORPORATED UNDER THE LAWS OF _____ (STATE).

SOLE PROPRIETORSHIP

PARTNERSHIP

NON-PROFIT ORGANIZATION

B. COMMON PARENT

COMMON PARENT MEANS THAT A CORPORATE ENTITY WHICH OWNS OR CONTROLS AN AFFILIATED GROUP OF CORPORATIONS THAT FILES ITS FEDERAL TAX RETURNS ON A CONSOLIDATED BASIS, AS OF WHICH THE OFFEROR IS A MEMBER.

SUPPLIER IS NEITHER OWNED NOR CONTROLLED BY A COMMON PARENT.

SUPPLIER IS OWNED OR CONTROLLED BY A COMMON PARENT.

COMMON PARENT NAME: _____

C. CHECK ALL APPLICABLE BOX(es) AS DESCRIBED UNDER FAR 19.001 DEFINITIONS AND FAR 19.201 GENERAL POLICY:

LARGE BUSINESS

SMALL BUSINESS

UNDER 15 U.S.C./645(D), ANY PERSON WHO MISREPRESENTS A FIRM'S STATUS IN ORDER TO OBTAIN A CONTRACT TO BE AWARDED THE BELOW PREFERENCE PROGRAMS ESTABLISHED PURSUANT TO SECTION 8(A), 8 (D) OR 9 OR 15 OF THE SMALL BUSINESS ACT OR ANY OTHER PROVISION OF FEDERAL LAW THAT SPECIFICALLY REFERENCES 8(D) FOR A DEFINITION OF PROGRAM ELIGIBILITY SHALL:

a. BE PUNISHED BY IMPOSITION OF FINE, IMPRISONMENT OR BOTH:

b. BE SUBJECT TO ADMINISTRATIVE REMEDIES, INCLUDING SUSPENSION AND DEBARMENT; AND

c. BE INELIGIBLE FOR PARTICIPATION IN PROGRAMS CONDUCTED UNDER THE AUTHORITY OF THE ACT.

CHECK ALL APPLICABLE BOXES

SMALL DISADVANTAGED BUSINESS (SDB) CONCERN

WOMAN-OWNED SMALL BUSINESS (WOSB) CONCERN

HISTORICALLY BLACK COLLEGE/UNIVERSITY (HBCU) OR MINORITY INSTITUTION (MI)

- HUBZONE SMALL BUSINESS (HUBZONE SB) CONCERN*
- VETERAN-OWNED SMALL BUSINESS (VOSB) CONCERN
- SERVICE-DISABLED VETERAN-OWNED SMALL BUSINESS (SDVOSB) CONCERN
- ALASKA NATIVE CORPORATION (ANC) OR INDIAN TRIBE
- ANC, NOT CERTIFIED BY SMALL BUSINESS ADMINISTRATION AS SMALL DISADVANTAGED BUSINESS (SDB)
- ANC, NOT A SMALL BUSINESS

*IF YOUR COMPANY HAS IDENTIFIED ITSELF AS A HUBZONE SMALL BUSINESS CONCERN, YOU MUST PROVIDE A COPY OF CERTIFICATION FROM THE U.S. SMALL BUSINESS ADMINISTRATION.

- D. DID YOUR BUSINESS OR ORGANIZATION (REPRESENTED BY A DUNS NUMBER) DURING YOUR PRECEDING COMPLETED FISCAL YEAR REALIZE 80% OR MORE OF ITS ANNUAL GROSS REVENUES FROM U.S. FEDERAL CONTRACTS, SUBCONTRACTS, LOANS, GRANTS OR SUB-GRANTS?**

YES NO

- E. DID YOUR BUSINESS OR ORGANIZATION (REPRESENTED BY A DUNS NUMBER) DURING YOUR PRECEDING COMPLETED FISCAL YEAR REALIZE \$25,000,000 OR MORE OF ITS ANNUAL GROSS REVENUES FROM U.S. FEDERAL CONTRACTS, SUBCONTRACTS, LOANS, GRANTS AND/OR COOPERATIVE AGREEMENTS?**

YES NO

- F. DOES THE PUBLIC HAVE ACCESS TO INFORMATION ABOUT THE COMPENSATION OF THE EXECUTIVES IN YOUR BUSINESS OR ORGANIZATION (REPRESENTED BY A DUNS NUMBER) THROUGH PERIODIC REPORTS FILED UNDER SECTION 13(A) OF THE SECURITIES EXCHANGE ACT OF 1934 (15 U.S.C. 78M(A), 78O(D)) OR SECTION 6104 OF THE INTERNAL REVENUE CODE OF 1986?**

YES NO

SECTION IV: BUSINESS RESPONSIBILITIES & RESPONSIVENESS

THIS SECTION TO BE COMPLETED BY ALL SUPPLIERS

BUSINESS CONTINUITY PLAN

CHECK ONLY ONE BOX

SUPPLIER HAS A CONTINUITY PLAN IN PLACE. SUPPLIER WILL (A) PROMPTLY NOTIFY EXELIS INC. IN THE EVENT OF A FORCE MAJUERE EVENT, (B) MAINTAIN PARTIAL PERFORMANCE AS REASONABLY POSSIBLE, AND (C) RESUME FULL PERFORMANCE AS SOON AS IS REASONABLY POSSIBLE.

SUPPLIER DOES NOT HAVE A CONTINUITY PLAN IN PLACE. SUPPLIER WILL (A) PROMPTLY NOTIFY EXELIS INC. IN THE EVENT OF A FORCE MAJUERE EVENT, (B) MAINTAIN PARTIAL PERFORMANCE AS REASONABLY POSSIBLE, AND (C) RESUME FULL PERFORMANCE AS SOON AS IS REASONABLY POSSIBLE.

COUNTERFEIT PARTS PREVENTION PROGRAM

CHECK ONLY ONE BOX

SUPPLIER HAS A COUNTERFEIT PARTS PREVENTION PROGRAM IN PLACE.

SUPPLIER DOES NOT HAVE A COUNTERFEIT PARTS PREVENTION PROGRAM IN PLACE.

PLEASE PROVIDE REASON(S) WHY NO SUCH PROGRAM EXISTS: _____

SECTION V: FEDERAL ACQUISITION REGULATION (FAR) CERTIFICATIONS

THIS SECTION TO BE COMPLETED BY ALL SUPPLIERS

A. CERTIFICATION AND DISCLOSURE REGARDING PAYMENTS TO INFLUENCE CERTAIN FEDERAL TRANSACTIONS AS DESCRIBED UNDER FAR 52.203-11/12:

CHECK ONLY ONE BOX

SUPPLIER CERTIFIES THAT, IF AWARDED A CONTRACT EXCEEDING \$150,000 OR MORE, **NO** FEDERAL APPROPRIATED FUNDS HAVE BEEN PAID OR WILL BE PAID TO INFLUENCE CERTAIN GOVERNMENT OFFICIALS TO AWARD A FEDERAL CONTRACT OR MODIFY A FEDERAL CONTRACT AS FURTHER STATED IN FAR 52.203-11.

SUPPLIER CERTIFIES THAT, IF AWARDED A CONTRACT EXCEEDING \$150,000 OR MORE AND SUPPLIER HAS PROVIDED OR WILL PROVIDE PAYMENTS TO INFLUENCE FEDERAL TRANSACTIONS, OFFICE MANAGEMENT AND BUDGET STANDARD FORM LLL, DISCLOSURE OF LOBBYING ACTIVITIES WILL BE SUBMITTED TO EXELIS INC. AS STATED IN FAR 52.203-12.

B. CERTIFICATION REGARDING DEBARMENT, SUSPENSION, PROPOSED DEBARMENT AND OTHER RESPONSIBILITY MATTERS AS DESCRIBED UNDER FAR 52.209-5:

a. THE OFFEROR CERTIFIES, TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THAT:

i. THE OFFEROR AND/OR ANY OF ITS PRINCIPALS:

1. **ARE** , **ARE NOT** PRESENTLY DEBARRED, SUSPENDED, PROPOSED FOR DEBARMENT, OR DECLARED INELIGIBLE FOR THE AWARD OF CONTRACTS BY ANY FEDERAL AGENCY;
2. **HAVE** , **HAVE NOT** WITHIN A THREE-YEAR PERIOD PRECEDING THIS OFFER, BEEN CONVICTED OF OR HAD A CIVIL JUDGMENT RENDERED AGAINST THEM FOR: COMMISSION OF FRAUD OR A CRIMINAL OFFENSE IN CONNECTION WITH OBTAINING, ATTEMPTING TO OBTAIN, OR PERFORMING A PUBLIC (FEDERAL, STATE OR LOCAL) CONTRACT OR SUBCONTRACT; VIOLATION OF FEDERAL OR STATE ANTITRUST STATUTES RELATING TO THE SUBMISSION OF OFFERS; OR COMMISSION OF EMBEZZLEMENT, THEFT, FORGERY, BRIBERY, FALSIFICATION OR DESTRUCTION OF RECORDS, MAKING FALSE STATEMENTS, TAX EVASION, OR RECEIVING STOLEN PROPERTY; AND
3. **ARE** , **ARE NOT** PRESENTLY INDICTED FOR, OR OTHERWISE ENUMERATED IN SUBDIVISION (A)(1)(i)(B) OF THIS PROVISION.
4. **HAVE** , **HAVE NOT** , WITHIN A THREE-YEAR PERIOD PRECEDING THIS OFFER, BEEN NOTIFIED OF ANY DELINQUENT FEDERAL TAXES IN AN AMOUNT THAT EXCEEDS \$3,000 FOR WHICH THE LIABILITY REMAINS UNSATISFIED.

ii. THE OFFEROR **HAS** , **HAS NOT** WITHIN A THREE-YEAR PERIOD PRECEDING THIS OFFEROR, HAD ONE OR MORE CONTRACTS TERMINATED FOR DEFAULT BY ANY FEDERAL AGENCY.

C. PLACE OF PERFORMANCE AS DESCRIBED UNDER FAR 52.215-6:

SUPPLIER, IN THE PERFORMANCE OF ANY CONTRACT, **INTENDS** , **DOES NOT INTEND** TO USE ONE OR MORE PLANTS OR FACILITIES LOCATED AT A DIFFERENT ADDRESS FROM THE ADDRESS OF THE SUPPLIER AS INDICATED ON THE TITLE PAGE OF THIS ANNUAL SUPPLIER CERTIFICATION DOCUMENT.

IF SUPPLIER INTENDS TO USE ONE OR MORE PLANTS OR FACILITIES, AS STATED ABOVE, THE FOLLOWING INFORMATION IS REQUIRED.

FULL ADDRESS OF FACILITY	NAME/ADDRESS OF OWNER/OPERATOR OF FACILITY IF OTHER THAN OFFEROR/QUOTER	IF FOREIGN MANUFACTURER, INDICATE MLA# (ATTACH COPY OF MLA)	IS THIS SITE DDTC REGISTERED? YES OR NO

D. CERTIFICATION REGARDING KNOWLEDGE OF CHILD LABOR FOR LISTED END PRODUCTS AS DESCRIBED UNDER FAR 52.222-18:

CHECK ONLY ONE BOX

SUPPLIER REPRESENTS THAT IT WILL NOT SUPPLY ANY END PRODUCT INCLUDED IN THE LIST OF PRODUCTS REQUIRING CONTRACTOR CERTIFICATION BY COUNTRY OF ORIGIN AS TO FORCED OR INDENTURED CHILD LABOR.

SUPPLIER REPRESENTS THAT IT MAY SUPPLY AN END PRODUCT THAT WAS MINED, PRODUCED, OR MANUFACTURED IN THE CORRESPONDING COUNTRY AS LISTED FOR THAT PRODUCT. THE SUPPLIER CERTIFIES THAT IT HAS MADE A GOOD FAITH EFFORT TO DETERMINE WHETHER FORCED OR INDENTURED CHILD LABOR WAS USED TO MINE, PRODUCE, OR MANUFACTURE SUCH END PRODUCT. ON THE BASIS OF THOSE EFFORTS, THE SUPPLIER CERTIFIES THAT IT IS NOT AWARE OF ANY SUCH USE OF CHILD LABOR.

THE FOLLOWING END PRODUCT(S) THAT MAY BE ACQUIRED ARE INCLUDED IN THE LIST OF PRODUCTS REQUIRING CONTRACTOR CERTIFICATION AS TO FORCED OR INDENTURED CHILD LABOR, IDENTIFIED BY THEIR COUNTRY OF ORIGIN. THERE IS A REASONABLE BASIS TO BELIEVE THAT LISTED END PRODUCTS FROM THE LISTED COUNTRIES OF ORIGIN MAY HAVE BEEN MINED, PRODUCED, OR MANUFACTURED BY FORCED OR INDENTURED CHILD LABOR.

LISTED END PRODUCT	LISTED COUNTRIES OF ORIGIN

E. PREVIOUS CONTRACTS AND COMPLIANCE REPORTS AS DESCRIBED UNDER FAR 52.222-22:

CHECK ALL APPLICABLE BOXES

SUPPLIER REPRESENTS THAT IT

HAS , **HAS NOT** PARTICIPATED IN A PREVIOUS CONTRACT OR SUBCONTRACT SUBJECT TO THE EQUAL OPPORTUNITY CLAUSE OF THIS SOLICITATION AND

HAS , **HAS NOT** FILED ALL REQUIRED COMPLIANCE REPORTS.

SUPPLIER CERTIFIES THAT IT IS EXEMPT .

EXPLANATION: _____

F. CERTIFICATION OF AFFIRMATIVE ACTION AS DESCRIBED UNDER FAR 52.222-25:

CHECK ONLY ONE BOX

SUPPLIER REPRESENTS THAT IT **HAS DEVELOPED AND HAS ON FILE** , **HAS NOT DEVELOPED AND DOES NOT HAVE ON FILE** , AT EACH ESTABLISHMENT, AFFIRMATIVE ACTION PROGRAMS REQUIRED BY THE RULES AND REGULATIONS OF THE SECRETARY OF LABOR (41 CFR 60-1 AND 60-2).

SUPPLIER **HAS NOT** PREVIOUSLY HAD CONTRACTS SUBJECT TO THE WRITTEN AFFIRMATIVE ACTION PROGRAMS REQUIREMENT OF THE RULES AND REGULATIONS OF THE SECRETARY OF LABOR.

SUPPLIER CERTIFIES THAT IT IS EXEMPT FROM FILING REQUIREMENTS.

EXPLANATION: _____

G. BUY AMERICAN CERTIFICATE AS DESCRIBED UNDER FAR 52.225-2, -4, -6:

a. SUPPLIER CERTIFIES THAT EACH END PRODUCT PROVIDED, EXCEPT THOSE LISTED BELOW, IS A U.S. DOMESTIC OR DESIGNATED COUNTRY END PRODUCT AND THAT FOR OTHER THAN COTS ITEMS, THE SUPPLIER HAS CONSIDERED COMPONENTS OF UNKNOWN ORIGIN TO HAVE BEEN MINED, PRODUCED, OR MANUFACTURED OUTSIDE THE UNITED STATES.

NON-U.S. DOMESTIC/NON-DESIGNATED COUNTRY END PRODUCTS:

ITEM NUMBER	COUNTRY OF ORIGIN

b. SUPPLIER CERTIFIES THAT THE FOLLOWING ARE FREE TRADE AGREEMENT COUNTRY END PRODUCTS (OTHER THAN BAHRAINIAN, MOROCCAN, OMANI, OR PERUVIAN END PRODUCTS) OR ISRAELI END PRODUCTS AS DEFINED IN THE CLAUSE 52.225-4 “BUY AMERICAN ACT – FREE TRADE AGREEMENTS – ISRAELI TRADE ACT.”

FREE TRADE AGREEMENT COUNTRY OR ISRAELI END PRODUCTS:

ITEM NUMBER	COUNTRY OF ORIGIN

H. REPRESENTATION OF LIMITED RIGHTS DATA AND RESTRICTED COMPUTER SOFTWARE AS DESCRIBED UNDER FAR 52.227-15:

CHECK ONLY ONE BOX

SUPPLIER CERTIFIES THAT NONE OF THE DATA, TECHNICAL OR COMPUTER SOFTWARE, USED IN FULFILLING EXELIS INC.’S REQUIREMENTS QUALIFIES AS LIMITED RIGHTS DATA OR RESTRICTED COMPUTER SOFTWARE.

SUPPLIER CERTIFIES THAT DATA, TECHNICAL OR COMPUTER SOFTWARE, USED IN FULFILLING EXELIS INC.’S REQUIREMENTS QUALIFIES AS LIMITED RIGHTS DATA OR RESTRICTED COMPUTER SOFTWARE AS IDENTIFIED AS FOLLOWS: _____

SUPPLIER CERTIFIES THAT IT IS EXEMPT FROM FILING REQUIREMENTS.

EXPLANATION: _____

I. DENIED PARTIES LISTING:

OFFEROR REPRESENTS THAT NEITHER THE COMPANY, ITS AFFILIATES, NOR ITS PRINCIPALS ARE LISTED ON THE U.S. DENIED PARTIES LIST; AND

OFFEROR REPRESENTS THAT NONE OF ITS EMPLOYEES WHO WILL BE SUPPORTING THE RESULTANT CONTRACT ARE ON THE U.S. DENIED PARTIES LIST.

CERTIFICATION

THIS SECTION TO BE COMPLETED BY ALL SUPPLIERS

AS A DULY AUTHORIZED REPRESENTATIVE OF THE COMPANY DENOTED BELOW, I CERTIFY THE ACCURACY OF ALL STATEMENTS HEREIN, ACKNOWLEDGE AN AWARENESS OF THE U.S. GOVERNMENT'S CONTRACTING AND SUBCONTRACTING PROGRAMS AND CONFIRM THAT OUR COMPANY WILL COMPLY WITH ALL STATEMENTS HEREIN.

I UNDERSTAND THAT THIS CERTIFICATION SHALL APPLY TO ALL REQUESTS FOR QUOTATIONS, PURCHASE ORDERS OR SUBCONTRACTS RECEIVED FROM EXELIS INC. AND UNDERSTAND THAT I AM RESPONSIBLE FOR NOTIFYING THE EXELIS INC. BUYER OF ANY CHANGES IN STATUS AFFECTING THIS CERTIFICATION.

I FURTHER ACKNOWLEDGE THAT WHERE INFORMATION MUST BE EXCHANGED BETWEEN OUR COMPANY (SUPPLIER) AND EXELIS INC., REGARDLESS OF THE MEDIA OR METHOD USED TO EXCHANGE INFORMATION, THAT SUPPLIER SHALL PRESERVE IN CONFIDENCE EXELIS INC.'S INFORMATION AND SHALL, UNLESS OTHERWISE AUTHORIZED IN WRITING BY AN AUTHORIZED AGENT OF EXELIS INC., PREVENT DISCLOSURE TO THIRD PARTIES. THE SUPPLIER SHALL FURTHER RESTRICT DISCLOSURE OF EXELIS INC.'S INFORMATION TO THOSE OF ITS EMPLOYEES WHO HAVE A NEED TO KNOW SUBJECT INFORMATION AND HAVE BEEN ADVISED OF THE RESTRICTIONS ON DISCLOSURE AND USE. IF SUPPLIER DETERMINES AN UNAUTHORIZED USE OR DISCLOSURE OF EXELIS INC.'S INFORMATION, THE SUPPLIER SHALL PROMPTLY NOTIFY EXELIS INC. OF THE DISCLOSURE AND SHALL ENDEAVOR TO PREVENT FURTHER UNAUTHORIZED USE OR DISCLOSURE.

PRINTED NAME & TITLE

COMPANY NAME

SIGNATURE

DATE