

**Addendum to R. E. DARLING CO., INC. (“Seller”)
Standard Terms and Conditions of Quotation/Sale
Conditions Applicable To Orders Placed Under
U.S. Governmental Programs For Non-Commercial Items And Services**

If Buyer’s order is placed under a U.S. Government contract, or a subcontract under any U.S. Government program for non-commercial items or services, the following additional conditions are applicable:

The following provisions of the applicable Federal Acquisition Regulation (FAR) and the DoD FAR Supplement (DFARS) [Title 48, U.S. Code of Federal Regulations] as of the date of this order, are incorporated by reference herein —

- (i) to the extent made applicable to Buyer’s order by the terms of each clause as written in the FAR and DFARS; or
- (ii) if the clause is included in the Buyer’s Prime Contract, it shall be of like effect as if fully set forth herein, except, that, whenever necessary to render a provision compatible with Buyer’s order the terms “Government” and “Contracting Officer” shall mean “Buyer”, “Contractor” shall mean “Seller”, “Subcontractor” means “Seller’s subcontractors at any tier”, “Contract” shall mean “Buyer’s order”, and “Prime Contract” shall mean the Government program contract under which Buyer’s order is issued. Unless otherwise specified in the clause and in regulations applicable thereto, the applicable clauses shall be those in effect on the date of Buyer’s order.

1. <u>FAR Section</u>	<u>Title</u>
52.202-1	Definitions.
52.203-3	Gratuities.
52.203-5	Covenant Against Contingent Fees.
52.203-6	Restrictions on Subcontractor Sales to Government (<i>only for subcontracts exceeding \$150,000</i>).
52.203-7	Anti-Kickback Procedures (<i>only for non-commercial subcontracts exceeding \$150,000</i>).
52.203-11	Certification and Disclosure Regarding Payment to Influence Certain Federal Transactions (<i>only for subcontracts in excess of \$150,000 need certify</i>).
52.203-12	Limitation on Payments to Influence Certain Federal Transactions.
52.203-13	Contractor Code of Business Ethics and Conduct.
52.203-14	Display of Hotline Posters.
52.203-15	Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009.
52.204-2	Security Requirements (<i>only for subcontracts with access to classified information</i>).
52.204-5	Women –Owned Business (Other Than Small Business)
52.204-6	DUNS Number.
52.204-9	Personal Identify Verification of Contractor Personnel.
52.204-11	American & Recovery and Reinvestment Act-Reporting Requirements (<i>subcontracts awarded by the U.S. government only</i>).
52.207-4	Economic Purchase Quantity – Supplies.
52.209-6	Protecting the Government’s Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment
52.211-5	Material Requirements.
52.211-14	Notice of Priority Rating for National Defense Use.
52.211-15	Defense Priority and Allocation Requirements (<i>if DPAS Rating on Buyer’s order</i>).
52.214-26	Audit and Records – Sealed Bidding (<i>only for subcontracts exceeding \$700,000</i>).
52.214-27	Price Reduction For Defective Certified Cost or Pricing Data - Modification – Sealed Bidding (<i>only if modification exceeds \$700,000</i>).
52.214-28	Subcontractor Certified Cost or Pricing Data-Modifications – Sealed Bidding (<i>only if modification exceeds \$700,000</i>).
52.215-2	Audit and Records – Negotiation (<i>only for subcontracts exceeding \$150,000</i>).
52.215-10	Price Reduction for Defective Certified Cost or Pricing Data (<i>only for subcontracts exceeding \$700,000</i>).
52.215-11	Price Reduction for Defective Certified Cost or Pricing Data-Modification (<i>only if modification exceeds \$700,000</i>).
52.215-12	Subcontractor Certified Cost or Pricing Data (<i>only for subcontracts exceeding \$700,000</i>).
52.215-13	Subcontractor Certified Cost or Pricing Data-Modifications (<i>only if modification exceeds \$700,000</i>).
52.215-14	Integrity of Unit Prices (<i>less paragraph (b); only for subcontracts exceeding \$150,000</i>).
52.215-15	Pension Adjustments and Asset Reversions.
52.215-16	Facilities Capital Cost of Money.
52.215-18	Reversion or Adjustment of Plans for Post Retirement Benefits Other than Pensions.

**Addendum to R. E. DARLING CO., INC. (“Seller”)
Standard Terms and Conditions of Quotation/Sale
Conditions Applicable To Orders Placed Under
U.S. Governmental Programs For Non-Commercial Items And Services**

<u>FAR Section</u>	<u>Title</u>
52.215-19	Notification of Ownership Changes.
52.215-20	Requirements for Certified Cost or Pricing Data or Information Other Than Cost or Pricing Data <i>(if Buyer’s order exceeds \$700,000)</i> .
52.215-21	Requirements for Certified Cost or Pricing Data or Information Other Than Cost or Pricing Data <i>(if Buyer’s order exceeds \$700,000)</i> .
52.219-8	Utilization of Small Business Concerns <i>(if Buyer’s order exceeds \$700,000)</i> .
52.219-9	Small Business Subcontracting Plan <i>(if Buyer’s order exceeds \$700,000)</i> .
52.222-4	Contract Work Hours and Safety Standards Act-Overtime Compensation <i>(only for subcontracts exceeding \$150,000)</i> .
52.222-20	Walsh-Healey Public Contracts Act.
52.222-21	Prohibition of Segregated Facilities.
52.222-22	Previous Contracts and Compliance Reports.
52.222-24	Pre-award On-Site Equal Opportunity Compliance Evaluation.
52.222-25	Affirmative Action Compliance.
52.222-26	Equal Opportunity.
52.222-29	Notification of Visa Denial.
52.222-35	Equal Opportunity for Special Disabled and Vietnam Era Veterans of the Vietnam Era <i>(only for subcontracts exceeding \$100,000)</i> .
52.222-36	Affirmative Action for Workers with Disabilities <i>(only for subcontracts exceeding \$15,000)</i> .
52.222-37	Employment Reports on Special Disabled Veterans and Veterans of the Vietnam Era <i>(only for subcontracts exceeding \$100,000)</i> .
52.222-38	Compliance With Veteran’s Employment Reporting Requirements.
52.222-40	Notification of Employee Rights Under Federal Labor Laws.
52.222-41	Service Contract Act of 1965, as amended.
52.222-50	Combating Trafficking in Persons.
52.222-54	Employment Eligibility Verification.
52.222-99	Notification of Employee Rights under the National Labor Relations Act.
52.223-3	Hazardous Material Identification and Materials Safety Data.
52.223-7	Notice of Radioactive Materials.
52.223-11	Ozone-Depleting Substances.
52.223-18	Contractor Policy to Ban Text Messaging While Driving.
52.225-1	Buy American Act-Supplies.
52.225-3	Buy American Act – Free Trade Agreements – Israel Trade Act.
52.225-5	Trade Agreements.
52.225-7	Waiver of Buy American Act for Civil Aircraft and Related Articles.
52.225-8	Duty-Free Entry.
52.225-13	Restrictions on Certain Foreign Purchases.
52.225-14	Inconsistency Between English Version and Translation of Contract.
52.227-1	Authorization and Consent.
52.227-2	Notice and Assistance Regarding Patent and Copyright Infringement.
52.227-3	Patent Indemnity.
52.227-6	Royalty Information.
52.227-9	Refund of Royalties <i>(only for subcontracts in which royalties exceed \$250)</i> .
52.227-10	Filing of Patent Applications – Classified Subject Matter.
52.227-11	Patent Rights – Retention by the Contractor (Short Form).
52.227-14	Rights in Data-General <i>(not applicable to DoD or NASA Programs)</i> .
52.227-19	Commercial Computer Software – Restricted Rights.
52.227-23	Rights to Proposal data (Technical) <i>(all of Seller’s technical data submitted with its proposals that is marked Proprietary shall be used by Buyer and/or the U.S. Government for evaluation of Seller’s offer only)</i> .
52.228-3	Worker’s Compensation Insurance (Defense Base Act).
52.228-5	Insurance-Work on a Government Installation.
52.230-2	Cost Accounting Standards <i>(only for negotiated subcontracts exceeding \$700,000)</i> .
52.230-3	Disclosure and Consistency of Cost Accounting Practices <i>(only for negotiated subcontracts exceeding \$700,000)</i> .

**Addendum to R. E. DARLING CO., INC. (“Seller”)
Standard Terms and Conditions of Quotation/Sale
Conditions Applicable To Orders Placed Under
U.S. Governmental Programs For Non-Commercial Items And Services**

<u>FAR Section</u>	<u>Title</u>
52.230-6	Administration of Cost Accounting <i>(only if Seller submits certified cost or pricing data)</i> .
52.232-11	Extras.
52.232-17	Interest.
52.234-1	Industrial Resources Developed Under Defense Production Act Title III.
52.234-4	Earned Value Management System.
52.236-13	Accident Prevention.
52.239-1	Privacy or Security Safeguards.
52.242-14	Stop-Work Order <i>(only if Stop-Work on the Prime Contract)</i> .
52.242-15	Stop-Work Order <i>(in paragraph (a), change “90 days” is modified to read “180 days”)</i> .
52.243-1	Changes-Fixed Price <i>(in para. (c) “30 days” is changed to “25 days”)</i> .
52.243-6	Change Order Accounting <i>(if change exceeds \$100,000)</i> .
52.244-2	Subcontracts.
52.244-6	Subcontracts for Commercial Items.
52.245-1	Government Property (Fixed Price Contracts) (Alt I).
52.246-16	Responsibility for Supplies.
52.246-23	Limitation of Liability <i>(only in subcontracts exceeding \$125,000)</i> .
52.246-24	Limitation of Liability – High Value Items. <i>(only for subcontracts exceeding \$150,000)</i> .
52.246-25	Limitation of Liability – Services <i>(only for subcontracts exceeding \$150,000)</i> .
52.247-63	Preference for U.S. Flag Air Carriers.
52.247-64	Preference for Privately Owned U.S.-Flag Commercial Vessels.
52.248-1	Value Engineering <i>(only for subcontracts exceeding \$150,000)</i> .
52.248-3	Value Engineering – Construction <i>(only for subcontracts exceeding \$150,000)</i> .
52.249-2	Termination for the Convenience of the Government (Fixed Price) as amended in Article 13, above.
52.249-8	Default (Fixed Price Supply or Service) <i>(except that the Seller has no direct appeal rights against the Government and any claims against the Government must be asserted through Buyer)</i> .

<u>2. DFARS Section</u>	<u>Title</u>
252.203-7001	Special Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies.
252.204-7000	Disclosure of Information.
252.208-7000	Intent to Furnish Precious Metals as Government- Furnished Material.
252.209-7004	Subcontracting with Firms That Are Owned Or Controlled By The Government Of A Terrorist Country <i>(only for subcontracts which exceed \$150,000)</i> .
252.211-7000	Acquisition Streamlining <i>(only for subcontracts which exceed \$1.5 million)</i> .
252.211-7003	Item Identification and Valuation.
252.215-7000	Pricing Adjustments.
252.219-7003	Small, Small Disadvantaged and Women-Owned Small Business Subcontracting Plan (DoD Contracts) <i>(if Buyer’s order exceeds \$700,000)</i> .
252.219-7004	Small Business and Small Disadvantaged Business Subcontracting Plan (Test Program) <i>(if Buyer’s order exceeds \$700,000)</i> .
252.222-7000	Restrictions on Employment of Personnel.
252.223-7001	Hazard Warning Labels.
252.225-7001	Buy American Act – Balance of Payments Program.
252.225-7002	Qualifying Country Sources as Subcontractors.
252.225-7004	Report of Intended Performance Outside the United States and Canada-Submission After Award.
252.225-7006	Quarterly Reporting of Actual Contract Performance Outside the United States <i>(if Buyer’s order exceeds \$700,000)</i> .
252.225-7007	Prohibition on Acquisition of United States Munitions List items from Communist Chinese Military Companies.
252.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals.
252.225-7012	Preference for Certain Domestic Commodities.
252.225-7013	Duty-Free Entry.
252.225-7016	Restriction on Acquisition (Ball & Roller Bearings).
252.225-7022	Restriction on Acquisition of Polyacrylonitrile (PAN) Based Carbon Fiber.
252.225-7025	Restrictions on Acquisition of Forgings.
252.225-7027	Restriction on Contingent Fees On Foreign Military Sales.

**Addendum to R. E. DARLING CO., INC. (“Seller”)
Standard Terms and Conditions of Quotation/Sale
Conditions Applicable To Orders Placed Under
U.S. Governmental Programs For Non-Commercial Items And Services**

<u>DFARS Section</u>	<u>Title</u>
252.225-7028	Exclusionary Policies and Practices of Foreign Governments.
252.225-7030	Restrictions on Acquisition of Carbon, Alloy, and Armor Steel Plate.
252.225-7033	Waiver of U.K. Levies (if Buyer’s Order exceeds \$1 million).
252.225-7042	Authorization to Perform.
252.225-7043	Antiterrorism/Force Protection Policy for Defense Contractors Outside the US.
252.225-7048	Export-Controlled Items.
252.226-7001	Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns (<i>if Buyer’s order exceeds \$700,000</i>).
252.227-7013	Rights in Technical Data – Noncommercial Items (<i>applicable when technical data from subcontractor delivered to the Government via the Buyer</i>).
252.227-7014	Rights in Noncommercial Computer Software and Non-commercial Computer Software Documentation (<i>applicable when software and software documentation from subcontractor delivered to the Government via the Buyer</i>).
252.227-7015	Restriction on Acquisition of Hand or Measuring Tools.
252.227-7016	Rights in Bid or Proposal Information (<i>applies when Clause 252.227-7013 is applicable, no substitutions for “Government” or “Contracting Officer” are made</i>).
252.227-7017	Identification and Assertion Of Use, Release or Disclosure Restrictions.
252.227-7019	Validation of Asserted Restrictions – Computer Software (<i>applies when clause 252.227-7014 is applicable; substitute “Buyer’s Purchase Representative” for “contracting officer” in para. (b), otherwise no substitutions for “Contracting Officer” or “Government”; in para. (f)(5) and (6) substitute “the prime contract for “this Contract”</i>).
252.227-7025	Limitations on the Use or Disclosure of Government-Furnished Information Marked with Restrictive Legends (<i>applies when Clause 252.227-7013 or 252.227-7014 are used; no substitution is made for “Government.”</i>)
252.227-7026	Deferred Delivery of Technical Data or Computer Software.
252.227-7028	Technical Data or Computer Software Previously Delivered to the Government (<i>Seller shall only identify its identical proprietary data/software previously delivered to the Government that intends to also deliver here</i>).
252.227-7030	Technical Data – Withholding of Payment (<i>applies when Clause 252.227-7013 is used; substitute “Buyer” for “Contracting Officer” in paragraph (a); add in paragraph (b), “or Buyer” after “Government.”</i>)
252.227-7037	Validation of Restrictive Markings on Technical Data (<i>applies when Clause 252.227-7013, 252.227-7014, 252.227-7015 are used; in paragraph (b), “Contractor’s” remains in the clause with a lower case “c”; change in paragraphs (f) and (g)(2)(i) “this contract” to “the prime contract”; change in paragraph (l) “a contract” to “the prime contract”; no substitutions for “Government” or “Contracting Officer” are made.</i>)
252.228-7001	Ground and Flight Risk.
252.228-7005	Accident Reporting and Investigation Involving Aircraft, Missiles and Space Launch Vehicles.
252.229-7000	Invoices Exclusive of Taxes/Duties.
252.231-7000	Supplemental Cost Principles.
252.236-7000	Modification of Proposals Price Breakdown.
252.239-7000	Protection Against Compromising Emanations.
252.243-7001	Pricing of Contract Modifications.
252.243-7002	Requests for Equitable Adjustment.
252.244-7000	Subcontracts for Commercial Items And Commercial Components (DoD Contracts).
252.245-7001	Tagging, Labeling, and Marking of Government-Furnished Property.
252.246-7001	Warranty of Data.
252.246-7003	Notification of Potential Safety Issues.
252.247-7022	Representation of Extent of Transportation by Sea.
252.247-7023	Transportation of Supplies by Sea.
252.247-7024	Notification of Transportation of Supplies by Sea.
252.249-7002	Notification of Anticipated Contract Termination or Reduction (<i>substitute “Buyer” for “Contracting Officer” throughout; modify paragraph (d)(1) to read “[P]rovide notice of the proposed termination or reduction to each subcontractor with a subcontract of \$150,000 or more under the program...”</i>).