

**Offeror:** Raytheon must gather and maintain certain registration data from all **Offerors**. Raytheon must also gather additional representations and certifications from **Offerors** who do (or want to) provide goods or services in support of a U.S. Government (USG) contract. This form is designed to efficiently and effectively gather both the required registration information and, when applicable, the additional representations and certifications.

(1) All **Offerors**, regardless of business size, solicitation type or dollar amount, must complete **Section A.1.** and **Section C** in their entirety.

(a) In addition to Section A.1. and Section C, all **Foreign Offerors** must also complete **Section A.2;**

(b) In addition to Section A.1. and Section C, all **Small Business Offerors** must also complete **Section A.3;**

and

(2) Any **Offerors** who do (or want to) provide Raytheon with goods or services in support of a USG contract must also complete **Section B.**

*Note: Some of the certifications and representations herein are similar to those solicited via the USG's Online Representations and Certifications Application (ORCA). However, an Offeror's ORCA representations and certifications may not be used in lieu of this form. Additionally, certain other solicitation-specific and procurement-specific policies and procedures may require additional representations and certifications from Offeror.*

**Section A.1.: Substitute W-9 Form (Offeror Registration)**

**A.1. Part I: Business Name and Address**

|  |                       |   |                       |
|--|-----------------------|---|-----------------------|
| Business Name:                           |                       | Remit Name (if different from business name): |                       |
| _____                                    |                       | _____   |                       |
| DBA or Division (if applicable)          |                       |   |                       |
| _____                                    |                       |   |                       |
| Address (Number, Street, Apt. or Suite): |                       | Remit to Address (PO Box or Street Address):  |                       |
| _____                                    |                       | _____   |                       |
| City, County and State:                  |                       | City, County and State:                       |                       |
| _____                                    |                       | _____   |                       |
| Country:                                 | Zip+4 or Postal Code: | Country:                                      | Zip+4 or Postal Code: |
| _____                                    | _____                 | _____   | _____                 |
| Telephone:                               | Facsimile:            | Telephone:                                    | Facsimile:            |
| _____                                    | _____                 | _____   | _____                 |

**A.1. Part II: Federal Tax Identification Number (TIN): Employer Identification Number (EIN) or Social Security Number (SSN)**

Offeror is a Foreign Person as defined by the Internal Revenue Service (IRS) (**Foreign Offerors:** Proceed to A.1. Part III and also complete A.2.)

OR

Offeror is a U.S. Person as defined by the IRS, which includes:

- An individual who is a U.S. citizen or U.S. resident alien;
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States;
- An estate (other than a foreign estate); or
- A domestic trust (as defined in Regulations section 301.7701-7)

If Offeror is a U.S. Person as defined by the IRS (see above), enter Offeror's TIN:

EIN:   -         OR SSN:    -   -

Offeror hereby certifies, under penalties of perjury, that:

Offeror is a U.S. Person as defined by the IRS (see above); AND

Offeror's TIN provided above is correct (or  Offeror is waiting for a TIN to be issued); AND

Offeror is not subject to backup withholding because:

- (a) Offeror is exempt from backup withholding; or
- (b) Offeror has not been notified by the IRS that Offeror is subject to backup withholding due to a failure to report all interest or dividends; or
- (c) The IRS has notified Offeror that it is no longer subject to backup withholding.

**A.1. Part III: Business Information**

(a) **Offeror:** You must provide your Data Universal Numbering System (DUNS) Number AND your Parent Company's DUNS Number (applicable only if **Offeror** has a Parent Company). DUNS Numbers are issued by Dun & Bradstreet (800) 234-3867:

**Offeror's DUNS Number** (required):   —    —

**Offeror's Parent Company DUNS Number** (required if applicable):   —    —

(b) **Offeror** is  (is not ) registered with the U.S. Government's Central Contractor Registration (CCR) database.

All **Offerors** registered with the CCR database must provide their assigned 5-character Commercial And Government Entity (CAGE) or NATO Commercial And Government Entity (NCAGE) Code:

CAGE Code: \_\_\_\_\_ OR  NCAGE Code: \_\_\_\_\_

(c) Provide **Offeror's** physical business location information:

Business Name:

\_\_\_\_\_

d/b/a or Division (if applicable)

\_\_\_\_\_

**Offeror's** Physical Location Address (Number, Street, Apt. or Suite):

\_\_\_\_\_

City, County and State:

\_\_\_\_\_

Congressional District (if applicable)

\_\_\_\_\_

Country:

Zip+4 or Postal Code:

\_\_\_\_\_

Telephone:

Facsimile:

\_\_\_\_\_

(d) Is **Offeror's** physical business location different from **Offeror's** primary performance location?

Yes  No

If **Yes**, complete (e) and (f), below, before proceeding to (g).

If **No**, **Offeror** is **not** required to answer or complete (e) or (f), below, and should proceed directly to (g).

(e) Provide **Offeror's** primary performance location information:

Business Name:

\_\_\_\_\_

d/b/a or Division (if applicable)

\_\_\_\_\_

**Offeror's** Physical Location Address (Number, Street, Apt. or Suite):

\_\_\_\_\_

City, County and State:

\_\_\_\_\_

Congressional District (if applicable)

\_\_\_\_\_

Country:

Zip+4 or Postal Code:

\_\_\_\_\_

Telephone:

Facsimile:

\_\_\_\_\_

- (f) Does **Offeror** have multiple performance locations in addition to the location provided above?  Yes  No  
If **Yes**, **Offeror** acknowledges and agrees to provide Raytheon, in **Offeror's** proposal at the time of solicitation, with the actual performance location address applicable to each subcontract or Purchase Order issued by Raytheon.
- (g) **Offeror's** Business Status (check only one box):  
 Individual / Sole Proprietor  Corporation  Partnership  Trust / Estate  
 Government Agency  Non-Profit Organization  Private Foundation  Non-US Entity
- (h) **Offeror's** Business Activity:  
 Rentals  Royalties  Consultant / Professional Fees  Merchandise (goods) only  
 Medical / Health Care  Merchandise and Services  Legal Firm / Attorney / Lawyer  Services only
- (i) **Offeror's** Business Type:  
 Manufacturing  Distributor  Manufacturing / Distributor  Fabricator  
 Consultant  Processor  Service / Software  Other: \_\_\_\_\_
- (j) **Offeror** represents and certifies that it is, as defined at [www.sba.gov](http://www.sba.gov), a (check only one):  
 Large Business **OR**  Small Business (Small Business **Offerors** must also complete the representations in Section A.3., below);  
**AND** that it falls into one or more of the following business categories (check all that apply):  
 Woman Owned  Minority Owned  Veteran Owned  Service Disabled Veteran Owned  
 Native American Indian Owned  Historical Black College/Minority Institution  HUB Zone located  Not Applicable
- (k) **Offeror** further represents that:  
 It  does ( does not) have property accountable to Raytheon prime contracts in its possession or control; and the Raytheon Business Unit(s) or Subsidiary involved is (are) (check all that apply):  
 IDS  IIS  NCS  RMS  RTSC  SAS
- (l) **U.S. Department of State Directorate of Defense Trade Controls ("DDTC") Registration Representation** (see Code of Federal Regulations Title 22, Part 122 (22 CFR part 122))  
**Offeror** engages in the business of either manufacturing or exporting defense articles or furnishing defense services (check only one box):  
 Yes  No  
 If **Yes**, does **Offeror** have a current registration on file within the DDTC (check only one box):  Yes  No  
 If **No**, provide the reason why: \_\_\_\_\_
- (m) **Offeror** is ISO Certified (check only one box):  Yes  No  
 If **Yes**, indicate specific ISO Certification(s): \_\_\_\_\_  
 If **No**, provide the following:  
 Quality Manager's name: \_\_\_\_\_  
 Quality level: \_\_\_\_\_
- (n) **Offeror's** email address: \_\_\_\_\_

### Section A.2.: Applicable Only to Foreign Offerors (check only one)

- Offeror** acknowledges that it is responsible for requesting from and submitting to Raytheon the US Internal Revenue Service (IRS) Form **W-8ECI** ("Certificate of Foreign Person's Claim That Income Is Effectively Connected With the Conduct of a Trade or Business in the United States") because **Offeror** is a foreign person and is the beneficial owner of U.S. source income that is (or is deemed to be) effectively connected with the conduct of a trade or business within the United States (see **Note 1**, below);

**OR**

- Offeror** acknowledges that it is responsible for requesting from and submitting to Raytheon the IRS Form **W-8BEN** ("Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding") because **Offeror** is a foreign person and is the beneficial owner of an amount subject to withholding (see **Note 2**, below).

**Note 1** Form W-8ECI is available from the IRS here: <http://www.irs.gov/pub/irs-pdf/fw8eci.pdf>

Form W-8ECI instructions are available from the IRS here: <http://www.irs.gov/pub/irs-pdf/iw8eci.pdf>

**Note 2** Form W-8BEN is available from the IRS here: <http://www.irs.gov/pub/irs-pdf/iw8ben.pdf>

Form W-8BEN instructions are available from the IRS here: <http://www.irs.gov/pub/irs-pdf/fw8ben.pdf>

## Section A.3.: Applicable Only to Small Business Offerors

In addition to the annual representations required by this Section A.3., below:

**Offeror** hereby acknowledges and agrees that it shall certify its business size and, if appropriate, its small business status, by means of a confirming entry in ORCA (see <https://orca.bpn.gov/login.aspx>) or any successor USG database. If **Offeror** fails to check this box, Raytheon will not consider **Offeror** to be a small business concern for any potential subcontract or Purchase Order that Raytheon may solicit.

**Offeror** hereby acknowledges and agrees that **Offeror's** signature in **Section C, "Authorized Signature of Offeror"**, below, is applicable to all of the representations of **Offeror** set forth in this Section A.3. If **Offeror** fails to check this box, Raytheon will not consider **Offeror** to be a small business concern for any potential subcontract or Purchase Order that Raytheon may solicit.

### A.3.1. Reference: FAR 52.219-1 (APR 2011) — Small Business Program Representations

- (a) (1) **Offeror** hereby acknowledges and agrees that for each specific future proposal **Offeror** submits to Raytheon, in order for Raytheon to consider **Offeror** to be a small business concern:
- Offeror** must provide Raytheon with the North American Industry Classification System (NAICS) code(s) applicable to that specific proposal in accordance with the requirements of the Small Business Jobs and Credit Act of 2010, as amended; **AND**
  - Offeror** must acknowledge said NAICS code(s) by an accompanying authorized signature of **Offeror** in accordance with the requirements of the Small Business Jobs and Credit Act of 2010, as amended.
- (2) The Small business size standard that applies to the representations of **Offeror**, below, are as defined by 13 CFR part 121.
- (3) The small business size standard for a concern which submits an offer in its own name, other than on a construction or service contract, but which proposes to furnish a product which it did not itself manufacture, is 500 employees.

#### (b) Representations:

- (1) **Offeror** represents that it  is ( is not) a small business concern:

| NAICS Code: | Description: | Small Business Concern (Yes or No): |
|-------------|--------------|-------------------------------------|
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |

- (2) **Offeror**: If you represent yourself as a small business concern in paragraph (b)(1) of this provision, above, indicate, for general statistical purposes, whether you  are ( are not) a small disadvantaged business concern as defined in 13 CFR 124.1002.
- (3) **Offeror**: If you represent yourself as a small business concern in paragraph (b)(1) of this provision, above, represent whether you  are ( are not) a women-owned small business concern.

| NAICS Code: | Description: | Small Business Concern (Yes or No): |
|-------------|--------------|-------------------------------------|
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |

- (4) **Offeror**: If you represent yourself as a women-owned small business concern in paragraph (b)(3) of this provision, above, represent whether you  are ( are not) a women-owned small business (WOSB) concern eligible under the WOSB Program,

| NAICS Code: | Description: | Small Business Concern (Yes or No): |
|-------------|--------------|-------------------------------------|
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |

(i) **Offeror**: If you represent yourself as a women-owned small business (WOSB) concern eligible under the WOSB Program in paragraph (b)(4) of this provision, above, represent whether you  have ( have not) provided all the required documents to the WOSB Repository, and no change in circumstances or adverse decisions have been issued that affects its eligibility; and

(ii) Offeror: If you represent yourself as a women-owned small business (WOSB) concern eligible under the WOSB Program in paragraph (b)(4) of this provision, above, represent whether you  are ( are not) a joint venture that complies with the requirements of 13 CFR part 127, and the representation in paragraph (b)(4)(i) of this provision is accurate in reference to the WOSB concern or concerns that are participating in the joint venture, Offeror shall enter the name or names of the WOSB concern or concerns that are participating in the joint venture:

\_\_\_\_\_  
WOSB concern participating in the joint venture shall submit a separate signed copy of the WOSB representation.

(5) Offeror: If you represent yourself as a women-owned small business concern eligible under the WOSB Program in paragraph (b)(4) of this provision, above, represent whether you  are ( are not) a Economically disadvantaged women-owned small business (EDWOSB) concern eligible under the WOSB Program,

| NAICS Code: | Description: | Small Business Concern (Yes or No): |
|-------------|--------------|-------------------------------------|
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |

(i) Offeror: If you represent yourself as a EDWOSB concern in paragraph (b)(5) of this provision, above, represent whether you  have ( have not) provided all the required documents to the WOSB Repository, and no change in circumstances or adverse decisions have been issued that affects its eligibility; and

(ii) Offeror: If you represent yourself as a EDWOSB concern in paragraph (b)(5) of this provision, above, represent whether you  are ( are not) a joint venture that complies with the requirements of 13 CFR part 127, and the representation in paragraph (b)(5)(i) of this provision is accurate in reference to the EDWOSB concern or concerns that are participating in the joint venture, Offeror shall enter the name or names of the EDWOSB concern or concerns that are participating in the joint venture:

\_\_\_\_\_  
WOSB concern participating in the joint venture shall submit a separate signed copy of the EDWOSB representation.

(6) Offeror: If you represent yourself as a small business concern in paragraph (b)(1) of this provision, above, represent whether you  are ( are not) a veteran-owned small business concern.

| NAICS Code: | Description: | Small Business Concern (Yes or No): |
|-------------|--------------|-------------------------------------|
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |

(7) Offeror: If you represent yourself as a veteran-owned small business concern in paragraph (b)(6) of this provision, above, represent whether you  are ( are not) a service-disabled veteran-owned small business concern.

| NAICS Code: | Description: | Small Business Concern (Yes or No): |
|-------------|--------------|-------------------------------------|
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |
| _____       | _____        | _____                               |

- (8) **Offeror:** If you represent yourself as a small business concern in paragraph (b)(1) of this provision, above, represent whether you:
- (i)  are ( are not) a HUBZone small business concern listed, on the date of this representation, on the List of Qualified HUBZone Small Business Concerns maintained by the United States Small Business Administration (SBA), and no material changes in ownership and control, principal office, or HUBZone employee percentage have occurred since it was certified in accordance with 13 CFR part 126; **and**
  - (ii)  are ( are not) a HUBZone joint venture that complies with the requirements of 13 CFR part 126, and the representation in paragraph (b)(8)(i) of this provision is accurate for the HUBZone small business concern participating in the joint venture. **Offeror** shall enter the names of each of the HUBZone small business concerns participating in the HUBZone joint venture:

\_\_\_\_\_

Each HUBZone small business concern participating in the HUBZone joint venture must provide Raytheon with a separate signed copy of the HUBZone representation.

(c) **Definitions.** As used in this provision –

- (1) “Economically disadvantaged women-owned small business (EDWOSB) concern” means a small business concern that is at least 51 percent directly and unconditionally owned by, and the management and daily business operations of which are controlled by, one or more women who are citizens of the United States and who are economically disadvantaged in accordance with 13 CFR part 127. It automatically qualifies as a women-owned small business concern eligible under the WOSB Program.
- (2) “Service-disabled veteran-owned small business concern” means a small business concern –
  - (i) Not less than 51 percent of which is owned by one or more service-disabled veterans or, in the case of any publicly owned business, not less than 51 percent of the stock of which is owned by one or more service-disabled veterans; **and**
  - (ii) The management and daily business operations of which are controlled by one or more service-disabled veterans or, in the case of a veteran with permanent and severe disability, the spouse or permanent caregiver of such veteran.
- (3) “Service-disabled veteran” means a veteran, as defined in 38 U.S.C. 101(2), with a disability that is service-connected, as defined in 38 U.S.C. 101(16).
- (4) “Small business concern” means a concern, including its affiliates, that is independently owned and operated, not dominant in the field of operation in which it is bidding on Raytheon subcontracts, and qualified as a small business under the criteria in 13 CFR part 121 and the size standard in paragraph (a) of this provision.
- (5) “Veteran-owned small business concern” means a small business concern –
  - (i) Not less than 51 percent of which is owned by one or more veterans (as defined at 38 U.S.C. 101(2)) or, in the case of any publicly owned business, not less than 51 percent of the stock of which is owned by one or more veterans; **and**
  - (ii) The management and daily business operations of which are controlled by one or more veterans.
- (6) “Women-owned small business concern” means a small business concern –
  - (i) That is at least 51 percent owned by one or more women; or, in the case of any publicly owned business, at least 51 percent of the stock of which is owned by one or more women; **and**
  - (ii) Whose management and daily business operations are controlled by one or more women.
- (7) “Women-owned small business (WOSB) concern eligible under the WOSB Program (in accordance with 13 CFR part 127),” means a small business concern that is at least 51 percent directly and unconditionally owned by, and the management and daily business operations of which are controlled by, one or more women who are citizens of the United States.

(d) **Notice.**

- (1) If a solicitation is for supplies and has been set aside, in whole or in part, for small business concerns, then the clause in the solicitation providing notice of the set-aside contains restrictions on the source of the end items to be furnished.
- (2) Under 15 U.S.C. 645(d), any person who misrepresents a firm’s status as a business concern that is small, HUBZone small, small disadvantaged, service-disabled veteran-owned small, economically disadvantaged women owned small, or women-owned small eligible under the WOSB Program in order to obtain a subcontract or Purchase Order to be awarded in connection with the preference programs established pursuant to section 8, 9, 15, 31, and 36 of the Small Business Act or any other provision of Federal law that specifically references section 8(d) for a definition of program eligibility, shall –
  - (i) Be punished by imposition of fine, imprisonment, or both;
  - (ii) Be subject to administrative remedies, including suspension and debarment; **and**
  - (iii) Be ineligible for participation in programs conducted under the authority of the Act.

**A.3.2. Reference: FAR 52.219-1 Alternate I (APR 2011) — Small Business Program Representations**

If **Offeror** represented itself as a small disadvantaged business concern in Section A.3.1.(b)(2), above, indicate the category in which **Offeror's** ownership falls:

- Black American.
- Hispanic American.
- Native American (American Indians, Eskimos, Aleuts, or Native Hawaiians).
- Asian-Pacific American (persons with origins from Burma, Thailand, Malaysia, Indonesia, Singapore, Brunei, Japan, China, Taiwan, Laos, Cambodia (Kampuchea), Vietnam, Korea, The Philippines, U.S. Trust Territory of the Pacific Islands (Republic of Palau), Republic of the Marshall Islands, Federated States of Micronesia, the Commonwealth of the Northern Mariana Islands, Guam, Samoa, Macao, Hong Kong, Fiji, Tonga, Kiribati, Tuvalu, or Nauru).
- Subcontinent Asian (Asian-Indian) American (persons with origins from India, Pakistan, Bangladesh, Sri Lanka, Bhutan, the Maldives Islands, or Nepal).
- Individual/concern, other than one of the preceding. List other category (e.g., Alaskan Native Corporation or Historically Black Colleges & Universities/Minority Institutions) here: \_\_\_\_\_.

**Section B: Additional Representations and Certifications Required for Work Under U.S. Government Prime Contracts**

**B.1. FAR 52.203-11 (SEP 2007) — Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions**

- Offeror's designated representative hereby certifies that he or she has read and understands (a) – (e), below.**
- (a) Definitions. As used in this provision—"Lobbying contact" has the meaning provided at 2 U.S.C. 1602(8). The terms "agency," "influencing or attempting to influence," "officer or employee of an agency," "person," "reasonable compensation," and "regularly employed" are defined in the FAR clause of the solicitation entitled "Limitation on Payments to Influence Certain Federal Transactions" (52.203-12).
- (b) Prohibition. The prohibition and exceptions contained in the FAR clause of the solicitation entitled "Limitation on Payments to Influence Certain Federal Transactions" (52.203-12) are hereby incorporated by reference in this provision.
- (c) Certification. **Offeror**, certifies to the best of its knowledge and belief that no Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress on its behalf in connection with the awarding of a subcontract or Purchase Order, or the prime contract it is awarded under.
- (d) Disclosure. If any registrants under the Lobbying Disclosure Act of 1995 have made a lobbying contact on behalf of **Offeror** with respect to a subcontract or Purchase Order, or the prime contract it is awarded under, **Offeror** shall complete and submit, with its offer, OMB Standard Form LLL, Disclosure of Lobbying Activities, to provide the name of the registrants. **Offeror** need not report regularly employed officers or employees of **Offeror** to whom payments of reasonable compensation were made.
- (e) Penalty. Submission of this certification and disclosure is a prerequisite for making or entering into a subcontract or Purchase Order imposed by 31 U.S.C. 1352. Any person who makes an expenditure prohibited under FAR 52.203-11 or who fails to file or amend the disclosure required to be filed or amended by FAR 52.203-11, shall be subject to a civil penalty of not less than \$10,000, and not more than \$100,000, for each such failure.

**B.2.1. FAR 52.204-10 (JUL 2010) — Reporting Executive Compensation and First-Tier Subcontract Awards**

**Offeror:** If a subcontract or Purchase Order award to **Offeror** has an expected value of \$25,000 or more in support of a prime contract, Raytheon must, subject to certain exceptions, gather and publicly report information regarding the award in accordance with FAR 52.204-10.

Is **Offeror** an individual **OR** has **Offeror** had gross income under \$300,000 in the previous tax year?

- Yes  No

If **Yes**, **Offeror** is **not** required to complete Section B.2.2., below, and should proceed directly to Section B.3.

If **No**, **Offeror** must proceed to Section B.2.2., below, before continuing to Section B.3.

**B.2.2. Total Compensation of Offeror's Executives**

- (a) Definitions. As used in this provision—"Executive" means officers, managing partners, or any other employees in management positions of **Offeror**. "First-tier subcontract" means a subcontract or Purchase Order awarded directly by Raytheon to **Offeror** to furnish supplies or services (including construction) for performance of a prime contract. "Total Compensation" means the cash and noncash dollar value earned by the Executive during **Offeror's** preceding fiscal year and includes the following (for more information see 17 CFR 229.402(c)(2)):
  - (1) Salary and bonus.

- (2) Awards of stock, stock options, and stock appreciation rights. Use the dollar amount recognized for financial statement reporting purposes with respect to the fiscal year in accordance with the Statement of Financial Accounting Standards No. 123 (Revised 2004) (FAS 123R), Shared Based Payments.
- (3) Earnings for services under non-equity incentive plans. This does not include group life, health, hospitalization or medical reimbursement plans that do not discriminate in favor of Executives, and are available generally to all salaried employees.
- (4) Change in pension value. This is the change in present value of defined benefit and actuarial pension plans.
- (5) Above-market earnings on deferred compensation which is not tax-qualified.
- (6) Other compensation, if the aggregate value of all such other compensation (e.g., severance, termination payments, value of life insurance paid on behalf of the employee, perquisites or property) for the Executive exceeds \$10,000.

(b) In Offeror's preceding fiscal year, did Offeror receive 80 percent or more of its annual gross revenues from Federal contracts (and subcontracts), loans, grants (and subgrants), and cooperative agreements?

Yes  No

If Yes, proceed to (c), below.

If No, Offeror is not required to complete the remainder of this Section B.2.2. and may proceed directly to Section B.3.

(c) In Offeror's preceding fiscal year, did Offeror receive \$25,000,000 or more in annual gross revenues from Federal contracts (and subcontracts), loans, grants (and subgrants), and cooperative agreements?

Yes  No

If Yes, proceed to (d), below

If No, Offeror is not required to complete the remainder of this Section B.2.2. and may proceed directly to Section B.3.

(d) Does the public have access to information about the compensation of the Executives through periodic reports filed under section 13(a) or 15(d) 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? (To determine if the public has access to the compensation information, see the U.S. Security and Exchange Commission total compensation filings at <http://www.sec.gov/answers/execomp.htm>.)

Yes  No

If Yes, Offeror is not required to complete the remainder of this Section B.2.2. and may proceed directly to Section B.3.

If No, proceed to (e), below

(e) Offeror must provide in the space below the names and Total Compensation of each of Offeror's five most highly compensated Executives for Offeror's completed fiscal year preceding the date specified in Section C below. If Raytheon awards Offeror a subcontract or Purchase Order, Offeror shall update the information in this Section B.2.2 for Offeror's fiscal year preceding the date of award of such subcontract or Purchase Order:

**Executive Name:**

**Executive Total Compensation:**

|           |       |
|-----------|-------|
| (1) _____ | _____ |
| (2) _____ | _____ |
| (3) _____ | _____ |
| (4) _____ | _____ |
| (5) _____ | _____ |

(f)  Offeror hereby acknowledges and agrees that Offeror shall, at the time of a subcontract or Purchase Order award by Raytheon to Offeror that is subject to FAR 52.204-10, provide Offeror's North American Industry Classification System (NAICS) code(s) that (is) are applicable to the specific subcontract or Purchase Order awarded.

**B.3. FAR 52.209-5 (APR 2010) — Certification Regarding Responsibility Matters**

**Offeror:** Read each provision, below, and check the appropriate box where required.

(a) (1) Offeror certifies, to the best of its knowledge and belief, that –

(i) Offeror and/or any of its Principals –

(A)  Are ( Are not) presently debarred, suspended, proposed for debarment, or declared ineligible for the award of contracts by any Federal agency;



- (B)  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, violating Federal criminal tax laws, or receiving stolen property (if **Offeror** checks "have", see also FAR 52.209-7);
- (C)  Are ( Are not) presently indicted for, or otherwise criminally or civilly charged by a governmental entity with, commission of any of the offenses enumerated in paragraph (a)(1)(i)(B) of this provision; and
- (D)  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.
- (1) Federal taxes are considered delinquent if both of the following criteria apply:
- (i) The tax liability is finally determined. The liability is finally determined if it has been assessed. A liability is not finally determined if there is a pending administrative or judicial challenge. In the case of a judicial challenge to the liability, the liability is not finally determined until all judicial appeal rights have been exhausted.
  - (ii) The taxpayer is delinquent in making payment. A taxpayer is delinquent if the taxpayer has failed to pay the tax liability when full payment was due and required. A taxpayer is not delinquent in cases where enforced collection action is precluded.
- (2) Examples:
- (i) The taxpayer has received a statutory notice of deficiency, under Internal Revenue Code (I.R.C.) section 6212, which entitles the taxpayer to seek Tax Court review of a proposed tax deficiency. This is not a delinquent tax because it is not a final tax liability. Should the taxpayer seek Tax Court review, this will not be a final tax liability until the taxpayer has exercised all judicial appeal rights.
  - (ii) The IRS has filed a notice of Federal tax lien with respect to an assessed tax liability, and the taxpayer has been issued a notice under I.R.C. section 6320 entitling the taxpayer to request a hearing with the IRS Office of Appeals contesting the lien filing, and to further appeal to the Tax Court if the IRS determines to sustain the lien filing. In the course of the hearing, the taxpayer is entitled to contest the underlying tax liability because the taxpayer has had no prior opportunity to contest the liability. This is not a delinquent tax because it is not a final tax liability. Should the taxpayer seek tax court review, this will not be a final tax liability until the taxpayer has exercised all judicial appeal rights.
  - (iii) The taxpayer has entered into an installment agreement pursuant to I.R.C. section 6159. The taxpayer is making timely payments and is in full compliance with the agreement terms. The taxpayer is not delinquent because the taxpayer is not currently required to make full payment.
  - (iv) The taxpayer has filed for bankruptcy protection. The taxpayer is not delinquent because enforced collection action is stayed under 11 U.S.C. 362 (the Bankruptcy Code).
- (ii) **Offeror**  has ( has not) within a three-year period preceding this offer, had one or more contracts terminated for default by any Federal agency.

(2) "Principal" for the purposes of this certification, means officer; director; owner; partner; and, or a person having primary management or supervisory responsibilities within a business entity (e.g., general manager; plant manager; head of a subsidiary, division, or business segment, and similar positions).

**This Certification Concerns a Matter Within the Jurisdiction of an Agency of the United States and the Making of a False, Fictitious, or Fraudulent Certification May Render the Maker Subject to Prosecution Pursuant to 18 U.S.C. 1001.**

- (b) **Offeror** shall provide immediate written notice to Raytheon if, at any time prior to subcontract or Purchase Order award, **Offeror** learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.
- (c) A certification that any of the items in paragraph (a) of this provision exists will not necessarily result in withholding of an award under a solicitation. However, the certification will be considered in connection with a determination of **Offeror's** responsibility. Failure of **Offeror** to furnish a certification or provide such additional information as requested by Raytheon may render **Offeror** nonresponsible.
- (d) Nothing contained in the foregoing shall be construed to require establishment of a system of records in order to render, in good faith, the certification required by paragraph (a) of this provision. The knowledge and information of an **Offeror** is not required to exceed that which is normally possessed by a prudent person in the ordinary course of business dealings.
- (e) The certification in paragraph (a) of this provision is a material representation of fact upon which reliance was placed when making award. If it is later determined that **Offeror** knowingly rendered an erroneous certification, in addition to other remedies available to Raytheon, Raytheon may terminate the subcontract or Purchase Order resulting from a solicitation for default.

#### B.4. FAR 52.209-7 (JAN 2011) — Information Regarding Responsibility Matters

**Offeror:** Read each provision, below, and check the appropriate box where required:

(a) **Definitions:**

"Administrative proceeding" means a non-judicial process that is adjudicatory in nature in order to make a determination of fault or liability (e.g., Securities and Exchange Commission Administrative Proceedings, Civilian Board of Contract Appeals Proceedings, and Armed Services Board of Contract Appeals Proceedings). This includes administrative proceedings at the Federal and State level but only in connection with performance of a Federal contract or grant. It does not include agency actions such as contract audits, site visits, corrective plans, or inspection of deliverables.

"Federal contracts and grants with total value greater than \$10,000,000" means—

- (1) The total value of all current, active contracts and grants, including all priced options; and
- (2) The total value of all current, active orders including all priced options under indefinite-delivery, indefinite-quantity, 8(a), or requirements contracts (including task and delivery and multiple-award Schedules).

"Principal" means an officer, director, owner, partner, or a person having primary management or supervisory responsibilities within a business entity (e.g., general manager; plant manager; head of a division or business segment; and similar positions).

(b) **Offeror**  has ( does not have) current active Federal contracts and grants with total value greater than \$10,000,000.

(c) If **Offeror** checked "has" in paragraph (b) of this provision, **Offeror** represents that the information it has entered in the Federal Awardee Performance and Integrity Information System (FAPIS) is current, accurate, and complete as of the date of submission of this form with regard to the following information:

(1) Whether **Offeror**, and/or any of its principals, has or has not, within the last five years, in connection with the award to or performance by **Offeror** of a Federal contract or grant, been the subject of a proceeding, at the Federal or State level that resulted in any of the following dispositions:

- (i) In a criminal proceeding, a conviction.
- (ii) In a civil proceeding, a finding of fault and liability that results in the payment of a monetary fine, penalty, reimbursement, restitution, or damages of \$5,000 or more.
- (iii) In an administrative proceeding, a finding of fault and liability that results in—
  - (A) The payment of a monetary fine or penalty of \$5,000 or more; or
  - (B) The payment of a reimbursement, restitution, or damages in excess of \$100,000.
- (iv) In a criminal, civil, or administrative proceeding, a disposition of the matter by consent or compromise with an acknowledgment of fault by the Contractor if the proceeding could have led to any of the outcomes specified in paragraphs (c)(1)(i), (c)(1)(ii), or (c)(1)(iii) of this provision.

(2) If **Offeror** has been involved in the last five years in any of the occurrences listed in (c)(1) of this provision, whether **Offeror** has provided the requested information with regard to each occurrence.

(d) **Offeror** shall post the information in paragraphs (c)(1)(i) through (c)(1)(iv) of this provision in FAPIS as required through maintaining an active registration in the Central Contractor Registration database at <http://www.ccr.gov> (see 52.204-7).

#### B.5. FAR 52.222-22 (FEB 1999) — Previous Contracts and Compliance Reports

**Offeror** represents that:

- (a) It  has ( has not) participated in a previous contract or subcontract subject to the Equal Opportunity clause of a solicitation;
- (b) It  has ( has not) filed all required compliance reports; and
- (c) Representations indicating submission of required compliance reports, signed by proposed subcontractors, will be obtained before subcontract or Purchase Order awards.

**B.6. FAR 52.222-25 (APR 1984) — Affirmative Action Compliance**

Offeror represents that:

- (a) 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 parts 60-1 and 60-2); **OR**
- (b) It  has not previously had contracts or subcontracts subject to the written affirmative action programs requirement of the rules and regulations of the Secretary of Labor.

**B.7. FAR 52.223-13 (AUG 2003) — Certification of Toxic Chemical Release Reporting**

- (a)  Offeror hereby certifies, in accordance with Executive Order 13148, of April 21, 2000, Greening the Government through Leadership in Environmental Management that as the owner or operator of facilities that will be used in the performance of a subcontract or Purchase Order that is subject to the filing and reporting requirements described in section 313 of the Emergency Planning and Community Right-to-Know Act of 1986 (EPCRA) (42 U.S.C. 11023) and section 6607 of the Pollution Prevention Act of 1990 (PPA) (42 U.S.C. 13106), Offeror will file and continue to file for such facilities for the life of the subcontract or Purchase Order the Toxic Chemical Release Inventory Form (Form R) as described in sections 313(a) and (g) of EPCRA and section 6607 of PPA; **OR**
- (b)  None of Offeror's owned or operated facilities to be used in the performance of any subcontract or Purchase Order is subject to the Form R filing and reporting requirements because each such facility is exempt for at least one of the following reasons (check all that apply):
- (1)  The facility does not manufacture, process, or otherwise use any toxic chemicals listed in 40 CFR 372.65;
  - (2)  The facility does not have 10 or more full-time employees as specified in section 313(b)(1)(A) of EPCRA, 42 U.S.C. 11023(b)(1)(A);
  - (3)  The facility does not meet the reporting thresholds of toxic chemicals established under section 313(f) of EPCRA, 42 U.S.C. 11023(f) (including the alternate thresholds at 40 CFR 372.27, provided an appropriate certification form has been filed with EPA);
  - (4)  The facility does not fall within the following Standard Industrial Classification (SIC) codes or their corresponding North American Industry Classification System sectors:
    - (i) Major group code 10 (except 1011, 1081, and 1094);
    - (ii) Major group code 12 (except 1241);
    - (iii) Major group codes 20 through 39;
    - (iv) Industry code 4911, 4931, or 4939 (limited to facilities that combust coal and/or oil for the purpose of generating power for distribution in commerce);
    - (v) Industry code 4953 (limited to facilities regulated under the Resource Conservation and Recovery Act, Subtitle C (42 U.S.C. 6921, et seq.), or 5169, or 5171, or 7389 (limited to facilities primarily engaged in solvent recovery services on a contract or fee basis);

**AND/OR**

- (5)  The facility is not located in the United States or its outlying areas.

**B.8. Government Property Certification**

Offeror hereby acknowledges the Government Property requirements and represents that all contract property acquired by or in the possession or control of Offeror and its subcontractors has been reported to the buying entity.

**B.9. DFARS 252.209-7001 (JAN 2009) — Disclosure of Ownership or Control by the Government of a Terrorist Country**

Offeror hereby certifies that it has complied with this provision, as stated below, and provided all required disclosures, if any.

(a) **Definitions:**

- (1) "Government of a terrorist country" includes the state and the government of a terrorist country, as well as any political subdivision, agency, or instrumentality thereof.
- (2) "Terrorist country" means a country determined by the Secretary of State, under section 6(j)(1)(A) of the Export Administration Act of 1979 (50 U.S.C. App. 2405(j)(i)(A)), to be a country the government of which has repeatedly provided support for acts of international terrorism. As of the date of this provision, terrorist countries subject to this provision include: Cuba, Iran, Sudan, and Syria.
- (3) "Significant interest" means—
  - (i) Ownership of or beneficial interest in 5 percent or more of the firm's or subsidiary's securities. Beneficial interest includes holding 5 percent or more of any class of the firm's securities in "nominee shares," "street names," or some other method of holding securities that does not disclose the beneficial owner;

**CONTINUED B.9. DFARS 252.209-7001 (JAN 2009) — Disclosure of Ownership or Control by the Government of a Terrorist Country**

- (ii) Holding a management position in the firm, such as a director or officer;
  - (iii) Ability to control or influence the election, appointment, or tenure of directors or officers in the firm;
  - (iv) Ownership of 10 percent or more of the assets of a firm such as equipment, buildings, real estate, or other tangible assets of the firm; or
  - (v) Holding 50 percent or more of the indebtedness of a firm.
- (b) **Prohibition on award.** In accordance with 10 U.S.C. 2327, no contract may be awarded to a firm or a subsidiary of a firm if the government of a terrorist country has a significant interest in the firm or subsidiary or, in the case of a subsidiary, the firm that owns the subsidiary, unless a waiver is granted by the Secretary of Defense.
- (c) **Disclosure.** If the government of a terrorist country has a significant interest in **Offeror** or a subsidiary of **Offeror**, **Offeror** shall disclose such interest in an attachment to its offer. If **Offeror** is a subsidiary, it shall also disclose any significant interest the government of a terrorist country has in any firm that owns or controls the subsidiary. The disclosure shall include—
- (1) Identification of each government holding a significant interest; and
  - (2) A description of the significant interest held by each government.

**B.10. DFARS 252.209-7002 (JUN 2010) — Disclosure of Ownership or Control by a Foreign Government**

**Offeror** hereby certifies that it has complied with this provision, as stated below, and provided all required disclosures, if any.

(a) **Offeror's** Point of Contact for Questions about Disclosures (please complete even if no disclosures are presently required):

Name: \_\_\_\_\_

Phone: \_\_\_\_\_

**Offeror** Name: \_\_\_\_\_

Address: \_\_\_\_\_

Name of Foreign Government Entity: \_\_\_\_\_

Address of Entity Controlled by a Foreign Government: \_\_\_\_\_

Description of Interest: \_\_\_\_\_

Ownership Percentage: \_\_\_\_\_

Identification of Foreign Government: \_\_\_\_\_

(b) **Definitions:**

(1) "Effectively owned or controlled" means that a foreign government or any entity controlled by a foreign government has the power, either directly or indirectly, whether exercised or exercisable, to control the election, appointment, or tenure of **Offeror's** officers or a majority of **Offeror's** board of directors by any means, e.g., ownership, contract, or operation of law (or equivalent power for unincorporated organizations).

(c) **Prohibition on Award.** In accordance with DFARS 252.209-7002, no contract under a national security program may be awarded to an entity controlled by a foreign government as defined in (b) (3) of this provision if that entity requires access to proscribed information to perform the contract, unless the Secretary of Defense or a designee has waived application of 10 U.S.C. 2536 (a).

(d) **Disclosure:** **Offeror** shall disclose any interest a foreign government has in **Offeror** when that interest constitutes control by a foreign government as defined in DFARS 252.209-7002. If **Offeror** is a subsidiary, it shall also disclose any reportable interest a foreign government has in any entity that owns or controls the subsidiary, including reportable interest concerning **Offeror's** immediate parent, intermediate parents and the ultimate parent. **Offeror** shall provide the information required to be disclosed in the format as set out in Section B.11.(a), above.

(2) "Entity controlled by a foreign government"—

(i) Means—

(A) Any domestic or foreign organization or corporation that is effectively owned or controlled by a foreign government; **OR**

(B) Any individual acting on behalf of a foreign government.

(ii) Does not include an organization or corporation that is owned, but is not controlled, either directly or indirectly, by a foreign government if the ownership of that organization or corporation by that foreign government was effective before October 23, 1992.

- (3) "Foreign government" includes the state and the government of any country (other than the United States and its outlying areas) as well as any political subdivision, agency, or instrumentality thereof.
- (4) "Proscribed information" means—
  - (i) Top Secret information;
  - (ii) Communications security (COMSEC) material, excluding controlled cryptographic items when unkeyed or utilized with unclassified keys;
  - (iii) Restricted Data as defined in the U.S. Atomic Energy Act of 1954, as amended;
  - (iv) Special Access Program (SAP) information; **OR**
  - (v) Sensitive Compartmented Information (SCI).

**Section C: Authorized Signature of Offeror**

*Note: The Internal Revenue Service does not require Offeror's consent to any provision of this document other than the certifications required to avoid backup withholding.*

**Certification of Offeror or Offeror's Authorized Representative:**

By submitting this information, I am attesting to the accuracy of the information contained herein. I understand that I may be subject to penalties imposed by the United States Government if I misrepresent any of the representations or certifications herein. **Offeror** further acknowledges that Raytheon shall rely on the information provided by **Offeror** herein and that if any of **Offeror's** representations herein change during the period of performance, **Offeror** shall provide immediate written notice to the Raytheon representative to whom this document was originally provided.

\_\_\_\_\_  
Signature of **Offeror** or **Offeror's** Authorized Representative

\_\_\_\_\_  
**Offeror** Firm/Company Name

\_\_\_\_\_  
Printed Name and Title of Above Signatory

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date: \_\_\_\_\_

Telephone: \_\_\_\_\_

Facsimile: \_\_\_\_\_