

Customer flow-down requirements

The below is an extract of Thornhill Research Inc.'s flow-down requirements, extracted from www.thornhillmedical.com/flow-down-clauses/ on April 8, 2026.

The referenced clauses are set forth or referred to in the **Federal Acquisition Regulation ("FAR")** and **Defense Federal Acquisition Regulation Supplement ("DFARS")** and are hereby incorporated by reference and shall predominate in the event of conflict with any other provision of the purchase order or agreement in which they are referenced (the "Purchase Order") unless specifically noted. In order to make these clauses applicable to this Purchase Order (unless otherwise specified herein), "Government" shall mean Thornhill Research Inc. ("Thornhill"), "Contractor" shall mean the entity from which Thornhill is purchasing products and/or services (the "Seller"), "Contract" shall mean the Purchase Order, and "Contracting Officer" shall mean the Thornhill purchasing representative. The terms "Government" and "Contracting Officer" do not change (1) in the phrases "Government Property", "Government-Owned Property", "Government Equipment", "Government-Furnished Property", and "Government-Owned Equipment"; (2) when a right, act, authorization, or obligation can be granted or performed only by the Government or the prime contract Contracting Officer or the Contracting Officer's duty authorized representative; (3) when access to proprietary financial information or other proprietary data is required; (4) when title to property is to be transferred directly to the Government; (5) in patent rights clauses, if any; and (6) where specifically modified as noted below. The full text of FAR clauses referenced below can be found at <https://www.acquisition.gov/dfars>. The full text of DFARS clauses referenced below can be found at <https://www.acquisition.gov/browse/index/far>.

Some of the clauses listed below include information about the circumstances under which they are applicable. If the conditions for applicability provided in parentheses after any such clauses are not met (considering the nature and amount of the Purchase Order and the status of Seller), that clause does not apply to and is not included in that Purchase Order. Thresholds and conditions included in the parentheses are as of the version date and may change in future FAR and DFARS updates.

FAR Clauses

52.203-3	Gratuities (APR 1984) (applies to Purchase Orders with a value exceeding the simplified acquisition threshold of \$250,000)
52.203-6	Restrictions on Subcontractor Sales to the Government (SEPT 2006) (applies if the Purchase Order price exceeds the simplified acquisition threshold defined in FAR 2.101 of \$250,000 on the date of award)
52.203-7	Anti-Kickback Procedures (MAY 2014) (applies to Purchase Orders, other than those for commercial products or commercial services, where the price exceeds the threshold specified in FAR 3.502-2(i) of \$150,000 on the date of award)
52.203-8	Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity (MAY 2014) (applies to Purchase Orders, other than those for commercial products or commercial services, that exceed the simplified acquisition threshold of \$250,000)
52.203-10	Price or Fee Adjustment for Illegal or Improper Activity (MAY 2014) (applies to Purchase Orders, other than those for commercial products or commercial services, that exceed the simplified acquisition threshold of \$250,000)
52.203-12	Limitation on Payments to Influence Certain Federal Transactions (JUN 2020) (applies if the Purchase Order price exceeds the threshold specified in FAR 3.808 of \$150,000 on the date of award)
52.203-13	Contractor Code of Business Ethics and Conduct (JUN 2020) (applies if the Purchase Order price exceeds the threshold specified in FAR 3.1004(a) of \$6,000,000 on the date of award and the Ship By Date is 120 days or more after the date of the Purchase Order)
52.203-15	Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009 (JUN 2010) (applies to all Purchase Orders that are funded in whole or in part with Recovery Act funds)
52.203-17	Contractor Employee Whistleblower Rights and Requirement To Inform Employees of Whistleblower Rights (JUN 2020) (does not apply to Contracts for the DoD, NASA, the Coast Guard, or applicable elements of the intelligence community)
52.203-18	Prohibition on Contracting with Entities that Require Certain Internal Confidentiality Agreements or Statements – Representation (JAN 2017)
52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements (JAN 2017)
52.204-18	Commercial and Government Entity Code Maintenance (AUG 2020)
52.204-21	Basic Safeguarding of Covered Contractor Information Systems (NOV 2021) (applies to Contracts, other than for commercially available off-the-shelf (COTS) items, in which the Contractor may have Federal contract information residing in or transiting through its information system)
52.204-23	Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities (JUL 2018)
52.204-25	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment (AUG 2020)
52.204-27	Prohibition on a ByteDance Covered Application (JUN 2023)
52.204-30	Federal Acquisition Supply Chain Security Act Orders – Prohibition (DEC 2023)
52.209-6	Protecting the Government's Interest When Subcontracting With Contractors Debarred, Suspended, or Proposed for Debarment (JUN 2020) (applies if the Purchase Order price exceeds the threshold specified in FAR 9.405-2(b) of \$35,000 on the date of award and the Purchase Order includes any items that are not commercially available off-the-shelf (COTS) items)
52.211-5	Material Requirements (AUG 2000) (applies to Contracts for supplies that are not commercial products)
52.212-4	Contract Terms and Conditions – Commercial Items (OCT 2018) (applies to Purchase Orders for commercial products and commercial services)
52.212-5	Contract Terms and Conditions Required to Implement Statutes or Executive Orders – Commercial Items (SEP 2021) (applies to Purchase Orders for commercial products and commercial services)
52.215-2	Audit and Records – Negotiation (JUN 2020) (applies to Purchase Orders, other than those for commercial products or commercial services, in excess of the simplified acquisition threshold defined in FAR 2.101 of \$250,000 on the date of award and: that are cost-reimbursement, incentive, time-and-materials, labor-hour, or price redeterminable type or any combination of these; for which certified cost or pricing data are required; or that require the Seller to furnish reports as discussed in paragraph (e) of this clause) (Note: DFARS PGI 225.870-1(d)(ii)(B) and PGI 225.870-1(d)(iii) indicate that Public Works and Government Services Canada (PWGSC), now known as Public Services and Procurement Canada (PSPC), will perform audits when needed for Purchase Orders received under contract SPE2D124DA001 between DLA Troop Support and Canadian Commercial Corporation (CCC))
52.215-8	Order of Precedence – Uniform Contract Format (OCT 1997)
52.215-14	Integrity of Unit Prices (JUN 2020) Alternate I (OCT 1997) (applies to Purchase Orders, other than those for commercial products or commercial services, in excess of the simplified acquisition threshold defined in FAR 2.101 of \$250,000 on the date of award; also does not apply to construction or architect-engineer services under FAR Part 36, utility services under FAR Part 41 and Contracts for petroleum products)
52.215-21	Requirements for Certified Cost or Pricing Data and Data Other than Certified Cost or Pricing Data – Modifications (OCT 2020) (applies to Purchase Orders above the threshold of \$2 million even when certified cost or pricing data is not required, including to Purchase Orders for solely commercial products and services, except for Purchase Orders under contract SPE2D124DA001 between DLA Troop Support and Canadian Commercial Corporation (CCC))
52.217-9	Option to Extend the Term of the Contract (MAR 2000)
52.219-8	Utilization of Small Business Concerns (JAN 2025) (if this Contract, except for Contracts to small business concerns, exceeds \$250,000 the Contractor must include this clause in all lower tier subcontracts that offer subcontracting opportunities, unless Contract is a personal services contract or the Contract, together with all of its subcontracts, will be performed entirely outside of the United States and its outlying areas)
52.222-3	Convict Labor (JUN 2003)
52.222-35	Equal Opportunity for Veterans (Jun 2020) (applies to Purchase Orders valued at or above the threshold specified in FAR 22.1303(a) of \$150,000 on the award date, unless: exempted by rules, regulations, or orders of the Secretary of Labor; or work is performed outside the United States by employees recruited outside the United States)
52.222-36	Equal Opportunity for Workers with Disabilities (Jun 2020) (applies to Purchase Orders in excess of the threshold specified in FAR 22.1408(a) of \$15,000 on the date of award, unless exempted by rules, regulations, or orders of the Secretary)
52.222-37	Employment Reports on Veterans (Jun 2020) (applies to Purchase Orders valued at or above the threshold specified in FAR 22.1303(a) of \$150,000 on the award date, unless exempted by rules, regulations, or orders of the Secretary of Labor)
52.222-40	Notification of Employee Rights Under the National Labor Relations Act (DEC 2010) (applies to Purchase Orders that exceed \$10,000 and will be performed wholly or partially in the United States, unless exempted by the rules, regulations, or orders of the Secretary of Labor issued pursuant to section 3 of Executive Order 13496 of January 30, 2009)
52.222-50	Combating Trafficking in Persons (OCT 2020) (a requirement for a compliance plan and certification appropriate to the size and complexity of the Contract is required if any portion of the Contract: (i) is for supplies, other than commercially available off-the-shelf (COTS) items acquired outside the United States or services to be performed outside the United States; and (ii) has an estimated value that exceeds \$550,000)
52.222-55	Minimum Wages for Contractor Workers under Executive Order 14026 (JAN 2022) (applies to all Contracts that are subject to the Service Contract Labor Standards statute or the Wage Rate Requirements (Construction) statute, and are to be performed in whole or in part in the United States)
52.222-62	Paid Sick Leave Under Executive Order 13706 (JAN 2022) (applies to all Contracts that are subject to the Service Contract Labor Standards statute or the Wage Rate Requirements (Construction) statute, and are to be performed in whole or in part in the United States)
52.223-18	Encouraging Contractor Policies To Ban Text Messaging While Driving (JUN 2020) (applies only to subcontracts for supplies or services that are to be used to support a contingency operation or to facilitate defense against or recovery from cyber, nuclear, biological, chemical or radiological attack that exceed the micro-purchase threshold defined in FAR 2.101 of \$20,000 if performed in the United States, and \$35,000 if performed outside the United States)
52.224-3	Privacy Training (JAN 2017) (applies when Contractor employees: have access to a system of records; create, collect, use, process, store, maintain, disseminate, disclose, dispose, or otherwise handle personally identifiable information; or design, develop, maintain, or operate a system of records)
52.225-13	Restrictions on Certain Foreign Purchases (FEB 2021)
52.225-26	Contractors Performing Private Security Functions Outside the United States (Oct 2016) (applies to Contracts that will be performed outside the United States in areas of: combat operations, as designated by the Secretary of Defense; or other significant military operations, upon agreement of the Secretaries of Defense and State that the clause applies in that area)
52.227-1	Authorization and Consent (JUN 2020) (applies to Purchase Orders expected to exceed the simplified acquisition threshold as defined in FAR 2.101 of \$250,000 on the date of award)
52.227-2	Notice and Assistance Regarding Patent and Copyright Infringement (JUN 2020) (applies to Purchase Orders expected to exceed the simplified acquisition threshold as defined in FAR 2.101 of \$250,000 on the date of award)
52.232-11	Extras (APR 1984)
52.232-39	Unenforceability of Unauthorized Obligations (JUN 2013)
52.232-40	Providing Accelerated Payments to Small Business Subcontractors (MAR 2023) (applies to Contracts with small business concerns)
52.233-1	Disputes (MAY 2014)
52.233-4	Applicable Law for Breach of Contract Claim (OCT 2004)
52.240-1	Prohibition on Unmanned Aircraft Systems Manufactured or Assembled by American Security Drone Act – Covered Foreign Entities (NOV 2024)
52.242-13	Bankruptcy (JUL 1995) (applies to Purchase Orders exceeding the simplified acquisition threshold of \$250,000)
52.242-15	Stop-Work Order (AUG 1989)
52.243-1	Changes – Fixed-Price (AUG 1987) (applies to Fixed-Price Contracts)

52.244-6	Subcontracts for Commercial Items (JUL 2021) (applies to contracts for commercial products and commercial services)
52.246-2	Inspection of Supplies – Fixed-Price (AUG 1996) (applies to Fixed-Price Contracts for supplies or services that involve the furnishing of supplies, and the Contract amount is expected to exceed the simplified acquisition threshold of \$250,000)
52.246-16	Responsibility for Supplies (APR 1984)
52.246-23	Limitation of Liability (FEB 1997)
52.246-24	Limitation of Liability – High-Value Items (FEB 1997) Alternate I (APR 1984) (applies only to Purchase Orders for those items or systems, made of multiple items, that are valued at \$100,000 or greater)
52.247-34	F.O.B. Destination (JAN 1991)
52.247-64	Preference for Privately Owned U.S. Flag Commercial Vessels (NOV 2021) (applies to all Purchase Orders, except those described in paragraph (e)(4) of this clause)
52.249-2	Termination for Convenience of the Government (Fixed-Price) (APR 2012) (applies to Fixed-Price Contracts that exceed the simplified acquisition threshold of \$250,000, except in Contracts for: dismantling and demolition; research and development work with an educational or nonprofit institution on a no-profit basis; or architect-engineer services)
52.249-8	Default (Fixed-Price Supply and Service) (APR 1984) (applies to Fixed-Price Contracts in which the amount is expected to exceed the simplified acquisition threshold of \$250,000)
52.252-2	Clauses Incorporated by Reference (FEB 1998) (the full text of FAR clauses can be found at https://www.acquisition.gov/browse/index/far , and the full text of DFARS clauses can be found at https://www.acquisition.gov/dfars)

DFARS clauses

215.403-1	Prohibition on obtaining certified cost or pricing data (10 U.S.C. chapter 271 and 41 U.S.C. chapter 35) (the United States has waived the requirement for the submission of cost and pricing data for Canadian Commercial Corporation (CCC) and its subcontractors associated with Purchase Orders received under contract SPE2D124DA001 between DLA Troop Support and CCC)
252.203-7001	Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies (DEC 2008) (applies to all first-tier subcontracts exceeding the simplified acquisition threshold in FAR Part 2 of \$250,000, except those for commercial products, commercial services, or commercial components)
252.203-7002	Requirement to Inform Employees of Whistleblower Rights (SEP 2013)
252.203-7003	Agency Office of the Inspector General (AUG 2019)
252.203-7004	Display of Hotline Posters (AUG 2019) (applies if the Purchase Order price exceeds the threshold specified in DFARS 203.1004(b)(2)(ii) of \$6,000,000 on the date of award and is not for commercial products or commercial services)
252.203-7995	Prohibition on Contracting with Entities that Require Certain Internal Confidentiality Agreements – Representation (DEVIATION 2017-00001) (NOV 2016) (full text available at https://www.acq.osd.mil/dpap/policy/policyvault/USA004514-16-DPAP.pdf)
252.204-7000	Disclosure of Information (OCT 2016)
252.204-7012	Safeguarding Covered Defense Information and Cyber Incident Reporting (JAN 2023) (applies if Contract is for operationally critical support or if information provided by Thornhill to Seller is identified as Covered Defense Information (CDI), except for Contracts solely for the acquisition of commercially available off-the-shelf (COTS) items)
252.204-7015	Notice of Authorized Disclosure of Information for Litigation Support (MAY 2016)
252.204-7018	Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services (JAN 2023)
252.204-7020	Notice of NIST SP 800-171 DOD Assessment Requirements (NOV 2020) (applies if information provided by Thornhill to Seller is identified as covered defense information (CDI) for Purchase Orders other than those for commercially available off-the-shelf products (COTS); by accepting a Purchase Order that requires access to CDI, Seller represents and warrants that it has completed, within the last 3 years, at least a Basic NIST SP 800-171 DoD Assessment, as described in https://www.acq.osd.mil/asda/dpc/cp/cyber/docs/safeguarding/NIST-SP-800-171-Assessment-Methodology-Version-1.2.1-6.24.2020.pdf , for all covered contractor information systems relevant to its offer that are not part of an information technology service or system operated on behalf of the Government)
252.209-7004	Subcontracting with Firms that are Owned or Controlled by the Government of a Country that is a State Sponsor of Terrorism (MAY 2019) (applies to Purchase orders in excess of the threshold specified in FAR 9.405-2(b) of \$35,000 on the date of award)
252.211-7003	Item Unique Identification and Valuation (MAR 2016) (paragraph (c) is modified to state that unique item identifiers are required for all Products; paragraph (d) is modified to state that Seller must provide to Thornhill promptly on request the data required in subparagraphs (d)(1) through (d)(14) and retain such information for three (3) years following completion of Purchase Order performance)
252.211-7008	Use of Government-Assigned Serial Numbers (SEP 2010)
252.223-7008	Prohibition of Hexavalent Chromium (JUN 2013) (applies to Purchase Orders for supplies, maintenance and repair services, or construction materials)
252.225-7001	Buy American and Balance of Payments Program—Basic (DEC 2017)
252.225-7012	Preference for Certain Domestic Commodities (DEC 2019) (applies if the Products (or any component thereof) include any of the items listed in paragraph (b) and none of the exceptions in paragraph (c) apply)
252.225-7013	Duty-Free Entry (NOV 2023) (DEVIATION 2020-00019) (JUL 2020) (full Class Deviation text available at https://www.acq.osd.mil/dpap/policy/policyvault/USA001510-20-DPC.pdf and https://www.acq.osd.mil/dpap/policy/policyvault/USA002406-21-DPC.pdf)
252.225-7015	Restriction on Acquisition of Hand or Measuring Tools (JUN 2005) (applies to Purchase Orders for Products that include any hand or measuring tools)
252.225-7021	Trade Agreements (DEVIATION 2020-00019) (JUL 2020) (full Class Deviation text available at https://www.acq.osd.mil/dpap/policy/policyvault/USA001510-20-DPC.pdf and https://www.acq.osd.mil/dpap/policy/policyvault/USA002406-21-DPC.pdf)
252.225-7040	Contractor Personnel Authorized to Accompany U.S. Armed Forces Deployed Outside the United States (OCT 2015) (applies if Seller's performance under the Purchase Order involves support by Seller's personnel for U.S. Armed Forces deployed outside the United States in contingency operations; peace operations consistent with Joint Publication 3-07.3; or other military operations or military exercises, when designated by the Combatant Commander or as directed by the Secretary of Defense)
252.225-7043	Antiterrorism/Force Protection Policy for Defense Contractors Outside the United States (JUN 2015) (applies if Seller's performance under the Purchase Order involves any work or travel outside the United States)
252.225-7048	Export-Controlled Items (JUNE 2013)
252.225-7052	Restriction on the Acquisition of Certain Magnets, Tantalum, and Tungsten (OCT 2020) (applies to Purchase Orders for covered materials unless they are exceptions identified in paragraph (c) of this clause)
252.225-7975	Additional Access to Contractor and Subcontractor Records (DEVIATION 2020-00022) (AUG 2020) (full text available at https://www.acq.osd.mil/dpap/policy/policyvault/USA001616-20-DPC.pdf ; applies if Seller's performance under the Purchase Order involves any work outside the United States in support of contingency operations in which members of the Armed Forces are actively engaged in hostilities and the Purchase Order price is more than \$50,000)
252.225-7980	Contractor Personnel Performing in the United States Africa Command Area of Responsibility (DEVIATION 2016-00008) (JUN 2016) (full text available at https://www.acq.osd.mil/dpap/policy/policyvault/USA002245-16-DPAP.pdf ; applies if Seller's performance under the Purchase Order involves any work in the USAFRICOM area of responsibility)
252.225-7987	Requirements for Contractor Personnel Performing in USSOUTHCOM Area of Responsibility (DEVIATION 2014-00016) (OCT 2014) (full text available at https://www.acq.osd.mil/dpap/policy/policyvault/USA004118-14-DPAP.pdf ; applies if Seller's performance under the Purchase Order involves any work in the USSOUTHCOM area of responsibility)
252.225-7993	Prohibition on Providing funds to the enemy (DEVIATION 2020-00022) (AUG 2020) (full text available at https://www.acq.osd.mil/dpap/policy/policyvault/USA001616-20-DPC.pdf ; applies if Seller's performance under the Purchase Order involves any work outside the United States in support of contingency operations in which members of the Armed Forces are actively engaged in hostilities and the Purchase Order price is more than \$50,000)
252.225-7995	Contractor Personnel Performing in the United States Central Command Area of Responsibility (DEV 2017-00004) (SEPT 2017) (full text available at https://www.acq.osd.mil/dpap/policy/policyvault/Class_Deviation_2017-00004.pdf ; applies if Seller's performance under the Purchase Order involves any work in the USCENTCOM area of responsibility)
252.226-7001	Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns (APR 2019) (applies to Purchase Orders exceeding \$500,000)
252.227-7015	Technical Data – Commercial Items (FEB 2014) (applies whenever any technical data related to commercial products or commercial services developed in any part at private expense will be provided under this Purchase Order for delivery to the Government)
252.227-7037	Validation of Restrictive Markings on Technical Data (JUN 2013) (applies to commercial products or commercial services developed exclusively at private expense requiring the delivery of technical data)
252.243-7001	Pricing of Contract Modifications (DEC 1991)
252.243-7002	Requests for Equitable Adjustment (DEC 2012) (Note: for Purchase Orders received under contract SPE2D124DA001 between DLA Troop Support and Canadian Commercial Corporation (CCC), Canadian Contract Cost Principles 1031-2 are to be applied as per Defense Production Sharing Agreement (DPSA) between Canada and the US)
252.244-7000	Subcontracts for Commercial Items (JAN 2023) (applies to Purchase Orders for commercial products or commercial services)
252.246-7003	Notification of Potential Safety Issues (JUN 2013) (applies if the Purchase Order is for parts identified as critical safety items; systems and subsystems, assemblies, and subassemblies integral to a system; or repair, maintenance, logistics support, or overhaul services for systems and subsystems, assemblies, subassemblies, and parts integral to a system; change "5 working days" at 252.246-7003(c)(2) to read "3 working days")
252.246-7007	Contractor Counterfeit Electronic Part Detection and Avoidance System (AUG 2016) (the introductory text is excluded and only paragraphs (a) through (e) are included in this flow down clause; applies to Purchase Orders to Cost Accounting Standards (CAS)-covered contractors for electronic parts or assemblies containing electronic parts)
252.246-7008	Sources of Electronic Parts (MAY 2018) (applies to Purchase Orders for electronic parts or assemblies containing electronic parts, unless the Seller is the original manufacturer)
252.247-7023	Transportation of Supplies by Sea (FEB 2019) (applies to Purchase Orders for the types of supplies described in paragraph (c)(2) as follows: includes the entire clause for Purchase Orders that exceed the simplified acquisition threshold in FAR Part 2 of \$250,000; includes paragraphs (a) through (f) and (j) of this clause for Purchase Orders at or below the simplified acquisition threshold in FAR Part 2 of \$250,000)

Last Updated: July 16, 2025