

This is a Subcontract issued under a Federal Government contract. The Subcontractor agrees to comply with all statutes and regulations, including the Federal Acquisition Regulations, applicable to Express Scripts, Inc.'s ("Express Scripts") prime contract with the Department of Defense TriCare Management Activity ("TPHarm Contract"). The following contract clauses prescribed under the FAR and the Department of Defense Federal Acquisition Regulation Supplement ("DFARS") are incorporated into this Subcontract by reference. The Subcontractor agrees to be bound by the obligations of the "Contractor" under all such clauses. Also, to the extent that the term "Government" or the phrases "United States" or "Contracting Officer" as used in any of these clauses denote a contracting party, the same shall also mean Express Scripts.

The Subcontractor shall perform its obligations under the Subcontract in compliance with the clauses incorporated herein by reference, unless specifically exempted by applicable law or regulation.

The clauses incorporated herein by reference carry the same force and effect as if they were set forth in full text. The full text of these clauses is available at <http://www.acquisition.gov/far> or <http://farsite.hill.af.mil>.

A. CLAUSES APPLICABLE TO ALL SUBCONTRACTS

- 52.204-9 PERSONAL IDENTITY VERIFICATION OF CONTRACTOR PERSONNEL (SEP 2007)
- 52.209-6 PROTECTING THE GOVERNMENT'S INTEREST WHEN SUBCONTRACTING WITH CONTRACTORS DEBARRED, SUSPENDED, OR PROPOSED FOR DEBARMENT (SEPT 2006)
- 52.211-15 DEFENSE PRIORITY AND ALLOCATION REQUIREMENTS (APR 2008)
- 52.215-18 REVERSION OR ADJUSTMENT OF PLANS FOR POSTRETIREMENT BENEFITS (PRB) OTHER THAN PENSIONS (JUL 2005)
- 52.215-19 NOTIFICATION OF OWNERSHIP CHANGES (OCT 1997)
- 52.219-8 UTILIZATION OF SMALL BUSINESS CONCERNS (MAY 2004)
- 52.222-1 NOTICE TO THE GOVERNMENT OF LABOR DISPUTES (FEB 1997)
- 52.222-21 PROHIBITION OF SEGREGATED FACILITIES (FEB 1999)
- 52.222-26 EQUAL OPPORTUNITY (MAR 2007)
- 52.222-41 SERVICE CONTRACT ACT OF 1965 (NOV 2007)
- 52.222-50 COMBATING TRAFFICKING IN PERSONS (AUG 2007)
- 52.222-54 EMPLOYMENT ELIGIBILITY VERIFICATION (JAN 2009)
- 52.224-1 PRIVACY ACT NOTIFICATION (APR 1984)
- 52.224-2 PRIVACY ACT (APR 1984)
- 52.225-13 RESTRICTIONS ON CERTAIN FOREIGN PURCHASES (FEB 2006)
- 52.222-36 AFFIRMATIVE ACTION FOR WORKERS WITH DISABILITIES (JUNE 1998)
- 52.227-14 RIGHTS IN DATA—GENERAL (DEC 2007)
- 52.237-7 INDEMNIFICATION AND MEDICAL LIABILITY INSURANCE (JAN 1997)
- 52.244-6 SUBCONTRACTS FOR COMMERCIAL ITEMS (MAR 2007)
- 52.247-64 PREFERENCE FOR PRIVATELY OWNED U.S. FLAG COMMERCIAL VESSELS (FEB 2006)
- 252.204-7000 DISCLOSURE OF INFORMATION (DEC 1991)
- 252.209-7001 DISCLOSURE OF OWNERSHIP OR CONTROL BY THE GOVERNMENT OF A TERRORIST COUNTRY (JAN 2009)
- 252.209-7002 DISCLOSURE OF OWNERSHIP OR CONTROL BY A FOREIGN GOVERNMENT (JUN 2005)

B. CLAUSES APPLICABLE TO SUBCONTRACTS OF \$100,000 OR MORE

- 52.203-6 RESTRICTIONS ON SUBCONTRACTOR SALES TO THE GOVERNMENT (SEP 2006)
- 52.203-7 ANTI-KICKBACK PROCEDURES (JUL 1995)
- 52.203-12 LIMITATION ON PAYMENTS TO INFLUENCE CERTAIN FEDERAL TRANSACTIONS (SEPT 2007)
- 52.215-2 AUDIT AND RECORDS—NEGOTIATION (JUN 1999)
- 52.215-14 INTEGRITY OF UNIT PRICES (OCT 1997) (Not applicable to Commercial Item subcontracts)

- 52.222-35 EQUAL OPPORTUNITY FOR SPECIAL DISABLED VETERANS, VETERANS OF THE VIETNAM ERA, AND OTHER ELIGIBLE VETERANS (SEPT 2006)
- 52.222-37 EMPLOYMENT REPORTS ON SPECIAL DISABLED VETERANS, VETERANS OF THE VIETNAM ERA, AND OTHER ELIGIBLE VETERANS (SEPT 2006)
- 52.223-14 TOXIC CHEMICAL RELEASE REPORTING (AUG 2003) (not applicable to Commercial Item subcontracts)
- 52.222-39 NOTIFICATION OF EMPLOYEE RIGHTS CONCERNING PAYMENT OF UNION DUES OR FEES (DEC 2004)
- 52.227-1 AUTHORIZATION AND CONSENT (DEC 2007) (applies to all Subcontracts expected to exceed \$100,000)
- 52.248-1 VALUE ENGINEERING (FEB 2000)
- 252.203-7001 PROHIBITION ON PERSONS CONVICTED OF FRAUD OR OTHER DEFENSE-RELATED FELONIES (DEC 2004) (not applicable to Commercial Item subcontracts or subcontracts for components)
- 252.226-7001 UTILIZATION OF INDIAN ORGANIZATIONS, INDIAN-OWNED ECONOMIC ENTERPRISES, AND NATIVE HAWAIIAN SMALL BUSINESS CONCERNS (SEP 2004)

C. CLAUSES APPLICABLE TO SUBCONTRACTS OF \$650,000 OR MORE

- 52.215-11 PRICE REDUCTION FOR DEFECTIVE COST OR PRICING DATA-MODIFICATIONS (OCT 1997) (Not applicable to Commercial Item subcontracts)
- 52.215-13 SUBCONTRACTOR COST OR PRICING DATA – MODIFICATIONS (OCT 1997) (Not applicable to Commercial Item subcontracts)
- 52.219-9 SMALL BUSINESS SUBCONTRACTING PLAN (APR 2008)
- 52.230-2 COST ACCOUNTING STANDARDS (APR 1998) (applies to negotiated subcontracts unless otherwise exempt).
- 52.230-6 ADMINISTRATION OF COST ACCOUNTING STANDARDS (MAR 2008) (applies if Subcontract contains FAR 52.203-2, FAR 52.203-5 or FAR 52.203-5).

D. CLAUSES APPLICABLE TO SUBCONTRACTS OF \$1,000,000 OR MORE

- 252.222-7006 RESTRICTIONS ON THE USE OF MANDATORY ARBITRATION AGREEMENTS (MAY2010) (this clause is not applicable to Commercial Item subcontracts)

E. CLAUSES APPLICABLE TO SUBCONTRACTS OF \$5,000,000 OR MORE

- 52.203-13 CONTRACTOR CODE OF BUSINESS ETHICS AND CONDUCT (DEC 2007)
- 52.203-14 DISPLAY OF HOTLINE POSTER(S) (DEC 2007) (NOT APPLICABLE TO COMMERCIAL ITEM SUBCONTRACTS)

F. SUBCONTRACTOR INFORMATION SYSTEMS AND NETWORK SECURITY REQUIREMENTS

All Subcontractor systems and networks processing or accessing Government sensitive information must be certified and accredited in accordance with the DoD Information Assurance Certification and Accreditation Process (DIACAP). Subcontractor shall implement processes that will ensure at least a MAC III Sensitive level of security protection for systems and networks that process or access Government sensitive information under this subcontract. Unless otherwise required, Subcontractor shall comply with (1) DoD Information Assurance (DoD Directive 8500.01E); (2) MAC III, Sensitive Requirements found in DoD Information Assurance Implementation (DoD Instruction 8500.2); (3) Privacy Act Program Requirements (DoD 5400.11); (4) Personnel Security Program (DoD 5200.2-R); (5) the MHS AIS Security Policy Manual; (6) OMB M-06-16, Protection of Sensitive Agency Information; and (7) DoD Minimum Security Requirements reflected in the TriCare Systems Manual (TSM), Chapter 1, Section 1.1. Upon request of ESI, Subcontractor shall provide evidence satisfactory to ESI that Subcontractor has satisfied these requirements.