

## DEFINITIZATION AGREEMENT

THIS DEFINITIZATION AGREEMENT BETWEEN PURCHASER AND SELLER IS INTENDED TO BE AN INTERIM AGREEMENT ENABLING WORK TO PROCEED ON THIS PURCHASE ORDER PENDING THE RESOLUTION OF CERTAIN OPEN ITEMS BETWEEN THE PARTIES.

THE PARTIES HAVE AGREED ON PRICE AND DELIVERY SCHEDULE, BUT HAVE FAILED TO REACH AGREEMENT ON CERTAIN TERMS AND CONDITIONS. PENDING RESOLUTION OF THESE UNRESOLVED ITEMS, WHICH AGREEMENT THE PARTIES AGREE TO DILIGENTLY PURSUE, THE PURCHASE ORDER WILL BE DEEMED EFFECTIVE BASED UPON THE FOLLOWING TERMS (IN THE FOLLOWING ORDER OF PRECEDENCE):

1. TERMS UPON WHICH MUTUAL AGREEMENT HAS BEEN REACHED.
2. U.S. GOVERNMENT FAR, DFARS, NASA FAR SUPP CLAUSES, OR UK MOD REQUIREMENTS WHICH ARE REQUIRED TO BE INCLUDED IN SUBCONTRACTS IN ORDER TO PERMIT GE TO COMPLY WITH ITS OBLIGATIONS TO THE GOVERNMENT.
3. UNIFORM COMMERCIAL CODE PROVISIONS.