

**Curtiss-Wright Corporation**  
**Law Department**  
**Memorandum**

**TO:** Curtiss-Wright Supply Chain Managers      **DATE:** October 29, 2015  
**FROM:** Paul J. Ferdenzi  
**RE:** **Conflict Minerals**

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In 2010, Congress passed the Dodd-Frank Wall Street Reform and Consumer Protection Act (“the Act”). Section 1502 of the Act requires the Securities and Exchange Commission (“SEC”) to promulgate rules requiring public companies that use conflict minerals<sup>1</sup> necessary to the functionality or production of a product they manufacture to disclose annually on May 31<sup>st</sup> whether any of those minerals originated in the Democratic Republic of the Congo or a bordering country. If a company’s conflict minerals originated in those countries, the Act requires the company to submit a report to the SEC that includes a description of the measures it took to exercise due diligence on the conflict minerals’ source and chain of custody. Critical to fulfilling this reporting obligation will be obtaining information from our vendors on conflict minerals in the components and raw materials they provide, as we are obligated to report on conflict minerals whether the minerals were added directly by Curtiss-Wright during the production process or indirectly by vendors who provided components that we incorporated into our end products.

Public companies will continue to report on conflict minerals annually with the next filing due on May 31, 2016. As part of our continuing efforts to comply with the Act, we would like to make sure you notify any new vendors did not participate in the previous years’ Reasonable Country of Origin Inquiry (“RCOI”) about our reporting obligations. Thus, you should anticipate having to contact vendors in 2015 to obtain the information we will need to report on behalf of Curtiss-Wright.

There are some actions that we can continue to take now to facilitate our reporting to the SEC on May 31, 2016. First, we should inform our new vendors (i.e. vendors after January 1st 2015) of the reporting obligation and our need to obtain information from them on conflict minerals use by the end of 2015. We want to avoid a situation where a vendor is unable to support our information request because it was unaware of the requirement and failed to collect the necessary information. Attachment A is a letter to send to each new vendor informing them of the requirement and our need to obtain information from them at year end. Second, if you have not done so already, we need to insert a clause in our purchase orders now obligating vendors to provide us with the required conflict mineral information as a contract requirement of our purchase orders. This will avoid having vendors (1) refuse to provide the information because of the lack of a contract requirement or (2) demand additional compensation under the purchase order for the work involved in providing us with

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<sup>1</sup> Conflict minerals include cassiterite (tin), columbite-tantalite (tantalum), gold, wolframite (tungsten) or derivatives thereof.

conflict minerals information for our report. Attachment B is a standard purchase order clause on conflict minerals that adds the collection and reporting requirement to our purchase orders.

These preliminary steps will position us to obtain the necessary information in 2015 necessary to comply with our obligations under Dodd-Frank regarding the use of conflict materials.

Please do not hesitate to contact me if you have any questions.

Attachments

## ATTACHMENT A

Vendor  
Address

Dear Madam or Sir:

In 2010, Congress passed the Dodd-Frank Wall Street Reform and Consumer Protection Act (“the Act”). Under the Act, the Securities and Exchange Commission (“SEC”) adopted rules in August, 2012 requiring public companies that use conflict minerals<sup>2</sup> necessary to the functionality or production of a product they manufacture to disclose annually on May 31<sup>st</sup> whether any of those minerals originated in the Democratic Republic of the Congo or any bordering country. If a company’s conflict minerals originated in those countries, the Act requires the company to submit a report to the SEC. Critical to Curtiss-Wright’s ability to fulfill this reporting obligation will be obtaining information from our vendors on the conflict minerals in the components and raw materials they provide, as Curtiss-Wright is obligated to report on conflict minerals whether the minerals were added directly by Curtiss-Wright during the production process or indirectly by vendors who provided components with conflict minerals that Curtiss-Wright incorporated into its end products.

You need to take action now to ensure that you are capturing information on the presence of conflict minerals in the products you provide to Curtiss-Wright. In addition, you need to notify your lower tier vendors of this reporting requirement so that they are prepared to capture the relevant data. You must be able to inform Curtiss-Wright at the end of 2015 if conflict minerals are “necessary to the functionality or production” of the products you and/or your vendors manufacture and sell to Curtiss-Wright and provide Curtiss-Wright with the details of such conflict mineral use and the supply chain due diligence you and/or your vendor performed in obtaining the details on the use of conflict minerals. To prepare for these requirements, vendors should begin activities now:

- Determine parts/assemblies/materials that incorporate one or more of the four identified metals.
- Begin determining the point at which the four identified metals enter into your products’ supply chain.

Learn more about all of the compliance requirements defined in the Conflict Minerals Final Rule which can be accessed on the SEC website at the following link:  
<http://www.sec.gov/rules/final/2012/34-67716.pdf>.

- Review the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas, at, [http://www.oecd.org/dac/effi/](#) for possible implementation

Thank you for your efforts to assist Curtiss-Wright in complying with this important new regulation.

Sincerely,

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<sup>2</sup> Conflict minerals include cassiterite (tin), columbite-tantalite (tantalum), gold, wolframite (tungsten) or derivatives thereof.

## **ATTACHMENT B**

### **CONFLICT MINERALS COMPLIANCE**

Seller agrees that it will (1) provide Buyer with the information Buyer in its sole discretion deems necessary to comply with the requirements of Section 1502 (“the Provision”) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Act”) (Pub. L. 111-203, 124 Stat. 1376 (July 21, 2010)) relating to disclosure and reporting obligations concerning the use of “conflict minerals” during each calendar year on or before February 1<sup>st</sup> of the next year and (2) undertake due diligence on its supply chain and any other measures as necessary to obtain the information necessary for Buyer to comply with such requirements.