

**FIFTH AMENDMENT TO  
FOREIGN REPRESENTATIVE AGREEMENT**

CONTRACT NO. 29679-5

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**THIS FIFTH AMENDMENT (the "Amendment") TO FOREIGN REPRESENTATIVE AGREEMENT** is made as of March , 2016, between **AAR SUPPLY CHAIN, INC. (f/k/a. AAR PARTS TRADING, INC.) ("AAR")** and **SUMITOMO CORPORATION ("Representative")**.

WHEREAS, AAR and Representative are parties to a Foreign Representative Agreement dated as of September 6, 2012 (the "Agreement"); and

WHEREAS, AAR and Representative desire to amend the Agreement as set forth herein.

NOW, THEREFORE, in consideration of the mutual promises contained herein, AAR and Representative agree that effective as of the date hereof, the Agreement is amended as follows:

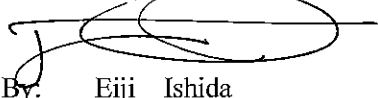
1. Exhibit A shall be replaced by the attached Exhibit A, which revises the products listed as Group A Products, commission rate structure and customer list.
2. The Representative's responses to the Questionnaire dated February 19, 2015, and Sumitomo Corporation of America's responses to their Questionnaire dated February 19, 2015, and Sumisho Aero-Systems Corporation's responses to their Questionnaire dated February 19, 2015, referenced in the Agreement and incorporated herein by reference, are true and correct as of the date submitted and as of the date of this Amendment.
3. Except as specifically amended hereby, the Agreement is and shall remain in full force and effect.

**IN WITNESS WHEREOF**, the parties have executed and delivered this Fifth Amendment to Foreign Representative Agreement as of the date first written above.

**AAR SUPPLY CHAIN, INC.**

By: \_\_\_\_\_  
Title: \_\_\_\_\_

**SUMITOMO CORPORATION**

  
By: Eiji Ishida  
Title: General Manager, Aerospace Dept.

**EXHIBIT A (revised March 8, 2016)**  
**TO THE FOREIGN REPRESENTATIVE AGREEMENT BETWEEN**  
**SUMITOMO CORPORATION AND**  
**AAR SUPPLY CHAIN, INC.**  
**DATED SEPTEMBER 6, 2012.**

**PRODUCTS**

Products transacted through the following divisions of  
AAR Supply Chain, Inc., as further described below:

AAR Defense Systems & Logistics

**Group A Products & Commission:**

Sale of the following Hamilton Sundstrand Power Systems of San Diego, California (HSPS) parts that are subject to the Sale and Distribution Agreement dated September 2012 by and between HSPS and AAR. The military aircraft parts listed below and their related subcomponents, for the listed aircraft platforms that are manufactured by or for HSPS: T-62T-40-1 (H-60), T-62T-2B (CH-47), T-62T-40-8 (Jet Fuel Starter)(F-2), T-62T-40-CAD1 (U125), T-62T-27 (MH-53), T-62T-40-C7EH (MCH-101), T-62T-40-7 (LCAC).				7.5%
Sale of Northrop Grumman E-2C aircraft parts				10%
Sale of UTC Aerospace Systems Products listed below:				
Distributor Products*	Cage Codes	Platform	Excludes	Commissions
Hamilton Sundstrand Aftermarket Spares of Environmental and Engine Control Systems (EECS)	73030	SH-60 H-60 F-2 F-15 F-4 E-767 AWACS	(1) Engineering  (2) Training and ground support equipment  (3) Modifications or upgrades	9%
Hamilton Sundstrand Aftermarket Spares of Electric Systems (ES)	99167 83843	F-15 F-4	(4) Production or original equipment	
Hamilton Sundstrand Aftermarket Spares of Actuation & Propeller Systems (APS)	73030	E-2C P-3C C-130H	(5) JFC-78 engine controls	

Effective as of the date of this Fifth Amendment to Foreign Representative Agreement, the following applies to transactions involving the sale of the UTC Aerospace Systems Products, (herein referred to as the "OEM") listed in Group A Products above:

1. All new pre-solicitations, request for proposals and/or purchase orders for the OEM products covered under this Agreement, shall be sent directly to AAR and no event will Representative circumvent AAR and make purchases directly from the OEM.

2. All pending purchase orders that currently exist between Representative and OEM, which have not yet been fulfilled, shall be fulfilled by the OEM and any commission payments owed to Representative, as a result of said purchase orders shall be paid by OEM.

**Group B Products**

(commissions determined on a case-by-case basis)

All transactions not included in Group A Products above.

**CUSTOMERS**

The sale of Group A Products through Sumitomo Corporation (Japan), Sumisho Aero-Systems Corporation, or Sumitomo Corporation of America (New York) to the following Customers in the Country of Japan:

1. Equipment Procurement and Construction Office, Japan Ministry of Defense  
ATLA  
(Acquisition, Technology & Logistics Agency)
2. Japan Air Self Defense Force 2<sup>nd</sup> Depot
3. Japan Air Self Defense Force 3<sup>rd</sup> Depot
4. Japan Air Self Defense Force 4<sup>th</sup> Depot
5. Japan Maritime Self Defense Force, Maritime Materiel Command
6. Japan Maritime Self Defense Force, Air Supply Depot
7. Japan Maritime Self Defense Force, Ship Supply Depot
8. Japan Ground Self Defense Force, Ground Materiel Control Command
9. Mitsubishi Heavy Industries, Ltd.
10. Nabtesco Corporation
11. Kawasaki Heavy Industries Ltd.
12. Sumitomo Precision Products
13. Shimadzu Corporation
14. Sumitomo Electric Industries., Ltd
15. Yokogawa Electric Corporation
16. Sinfonia Technologies
17. IHI Corporation
18. Japan Aviation Electronics Industry, Ltd.