

Amendment 9

Eaton Aeroquip, LLC, Eaton Corporation, and Eaton Aerospace LLC ("Eaton" or "Seller") and AAR Supply Chain, Inc. (fka AAR Parts Trading, Inc.) dba AAR Distribution ("AAR" or "Distributor") Eaton and AAR are referred to collectively as "Parties" and individually as "Party".

WHEREAS, Eaton and AAR are parties to the following agreement:

The Distribution Agreement, dated October 18, 2013, between Eaton and AAR (as amended, restated, supplemented or otherwise modified from time to time, the "Military Distribution Agreement");

Effective upon the date of the final signature, Eaton and AAR agree to amend the Distribution Agreements as set forth below (the "Amendment"):

1. AAR's Buy Commitment for 2021 shall be \$23.5M broken down by quarter as mutually agreed by the parties.
2. AAR's Buy Commitment may be increased for each return of slow-moving inventory that Eaton accepts back on a dollar for dollar basis. If Eaton assists AAR in the sale of said inventory, such increase will not be triggered
3. Eaton and AAR agree to meet quarterly during business reviews to review market leakage; Buy Commitment shall be reduced if the aggregate leakage exceeds \$500k for deliveries in 2021 and is confirmed through Eaton distribution channels.
4. Removal of the following clauses from Exhibit G, section A and adding to Exhibit F, section A:
 - a. 252.225-7036 Buy American - Free Trade Agreements - Balance of Payments Program ALT I
 - b. 252.225-7036 ALT IV Buy American- Free Trade Agreements-Balance of Payments Program ALT IV
5. Removal of the following clauses from Exhibit G, section B (and MyEaton/CCP) and adding to Exhibit F, section A:
 - a. 52.225-3 Buy American Act—Free Trade Agreements—Israeli Trade Act (NOV 2012)
 - b. 252.225-7000 BUY AMERICAN - BALANCE OF PAYMENTS CERTIFICATE-BASIC
 - c. 252.225-7001 Buy American and Balance of Payments Program
 - d. 252.225-7009 Restriction on Acquisition of Certain Articles Containing Specialty Metals.
 - e. 252.225-7016 Restriction on Acquisition of Ball and Roller Bearings
 - f. 252.225-7035 Buy American - Free Trade Agreements - Balance of Payments Program Certificate

IN WITNESS WHEREOF, the parties have caused this Amendment to be duly executed as of the day and year set forth above.

AAR SUPPLY CHAIN, INC.

EATON AEROQUIP LLC

By: 
Name: Eric Young
Title: Senior Vice President

By:
Name:
Title:

EATON CORPORATION

By:
Name:
Title:

EATON AEROSPACE LLC

By:
Name:
Title: