

GENERAL COUNSEL OF THE DEPARTMENT OF DEFENSE 1600 DEFENSE PENTAGON WASHINGTON, D.C. 20301-1600

MAY 11 2000

GENERAL COUNSEL

MEMORANDUM FOR UNDER SECRETARY OF DEFENSE FOR ACQUISITION, TECHNOLOGY, AND LOGISTICS

SUBJECT: Determination to Grant Waiver of Ethics Pledge Restriction on Participating in Particular Matters Involving Textron, Inc.

You were appointed to the position of Under Secretary of Defense for Acquisition, Technology, and Logistics, on April 27, 2009. Pursuant to paragraph 2 of the Ethics Pledge you signed, you are currently recused for two years from the date of your appointment from participating in any particular matter involving specific parties that is directly and substantially related to your former client, Textron, Inc. ("Textron"), unless you receive a waiver.

My understanding is that the consulting advice you provided to Textron was strategic in nature. Your advice focused on merger and acquisition matters for Textron's corporate headquarters, trends in military technology and strategy, and how and where military platforms and weapon systems could be deployed effectively in Department of Defense ("DoD") theaters of operation. You provided specific business advice to Textron on only one individual weapon system, the Sensor Fuzed Weapon. The last year of DoD production funding for this weapon system was in Fiscal Year 2007.

The Director of the Office of Management and Budget has delegated to me the authority to grant any current DoD appointee a written waiver of any restrictions contained in the Ethics Pledge. Before granting such a waiver, I must consult with the Counsel to the President or his designee and determine that either the literal interpretation of the Pledge restriction is inconsistent with the purposes of the restriction or that it is in the public interest to grant the waiver.

After consultation with the White House Special Counsel for Ethics and Government Reform, the designee of the Counsel to the President, I have determined that it is in the public interest for you to participate in matters relating to Textron and any of its divisions and subsidiaries. Substantial national security challenges require your expertise and judgment in making sound acquisition decisions on major defense programs, several of which involve Textron or one of its subsidiaries. In my judgment, the nature of your previous consulting arrangement should not restrict your ability to address these national security challenges. Accordingly, I hereby waive the requirements



of paragraph 2 of the Ethics Pledge as it pertains to your future involvement with particular matters relating to Textron or any of its divisions or subsidiaries.

Furthermore, while a reasonable person with knowledge of the relevant facts may question your impartiality in matters relating to Textron, I have made a separate determination, pursuant to 5 C.F.R. § 2635.502, that the Government's interest in your ability to participate in these matters, given the critical responsibilities associated with your position as DoD's chief acquisition official, outweighs the concern that a reasonable person may question the integrity of DoD's programs and operations.

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Jeh Charles Johnson
Designated Agency Ethics Official