JUN 0 5 2009

Honorable Jeh Johnson
General Counsel and
Designated Agency Ethics Official
Office of the General Counsel
Department of Defense
1600 Defense Pentagon
Washington, DC 20301-1600

Dear Mr. Johnson:

The purpose of this letter is to describe the steps that I will take to avoid any actual or apparent conflict of interest in the event that I am confirmed for the position of Director, Defense Research and Engineering, Department of Defense.

As required by 18 U.S.C. § 208(a), I will not participate personally and substantially in any particular matter that has a direct and predictable effect on my financial interests or those of any person whose interests are imputed to me, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). I understand that the interests of the following persons are imputed to me: any spouse or minor child of mine; any general partner of a partnership in which I am a limited or general partner; any organization in which I serve as officer, director, trustee, general partner or employee; and any person or organization with which I am negotiating or have an arrangement concerning prospective employment.

Within 90 days of my appointment, my spouse, my minor children, and/or I, where appropriate, will divest our financial interests in Verizon. Until these stock holdings in Verizon are divested, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of Verizon, unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption pursuant to 18 U.S.C. § 208(b)(2). Where applicable, I will request a Certificate of Divestiture from the U.S. Office of Government Ethics. I understand that we must divest whether or not we receive a Certificate of Divestiture.

Likewise, if any company in which my spouse, my minor children, or I invest enters into a contract with the Department of Defense, I understand that we will be required to divest that interest. Where applicable, we will request a Certificate of Divestiture from the U.S. Office of Government Ethics. I understand that we must divest whether or not we receive a Certificate of Divestiture.

My spouse is currently employed by the Science Club for Girls. I will not participate personally and substantially in any particular matter involving specific parties in which the Science Club for Girls is a party, or represents a party, unless I am first authorized to participate pursuant to 5 C.F.R. § 2635.502(d).

Upon my appointment, I will terminate my position with the Massachusetts Institute of Technology (MIT) Lincoln Laboratory. For a period of two years after I am appointed, I will not participate personally and substantially in any particular matter involving specific parties in which MIT Lincoln Laboratory is a party or represents a party unless I am first authorized to participate pursuant to 5 C.F.R. § 2635.502(d) and Section 3 of Executive Order 13490.

I have a vested interest in the MIT Supplemental 401(k) Plan, independently managed by Fidelity Investments. Upon my appointment, no further contributions to this plan will be made by either MIT or myself. It is my understanding that in accordance with 5 C.F.R. 2640.201(c), the plan qualifies for a regulatory exemption from the disqualification requirements of 18 U.S.C. 208(a). Additionally, I have a vested interest in an MIT defined benefit plan, which will pay me approximately $6,587 per month beginning on March 1, 2020. Accordingly, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the ability or willingness of MIT to make these payments to me, unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1).

As a consequence of my employment at Ford Motor Company from 1976 to 1983, I have a vested interest in the Ford Motor Company defined benefit plan, which will pay me approximately $657 per month beginning on March 10, 2020. I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the ability or willingness of Ford Motor Company to make these payments to me, unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1).

Similarly, as the result of my wife's previous employment with General Dynamics, she has a vested interest in the General Dynamics Defined Benefit plan, [redacted] ex. 6 I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the ability and willingness of General Dynamics to make these payments to her, unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1).

Finally, I understand that as an appointee I will be required to sign the Ethics Pledge (Executive Order No. 13490) and that I will be bound by the requirements and restrictions therein in addition to the commitments I have made in this and any other ethics agreement.

Sincerely,

Zachary J. Klemnios