

JAN 27 2009

Washington, D.C. 20530

Robert I. Cusick Director Office of Government Ethics Suite 500 1201 New York Avenue, NW Washington, DC 20005-3919

Dear Mr. Cusick:

In accordance with the provisions of Title I of the Ethics in Government Act of 1978 as amended, I am forwarding the financial disclosure report of David W. Ogden. President Obama has announced his intent to nominate Mr. Ogden to serve as the Deputy Attorney General of the United States.

We have conducted a thorough review of the enclosed report. The conflict of interest statute, 18 U.S.C. § 208, requires that Mr. Ogden recuse himself from participating personally and substantially in any particular matter that has a direct and predictable effect on his financial interests or the financial interests of any other person whose interests are imputed to him, unless he first obtains a written waiver, pursuant to Section 208(b)(1), or qualifies for a regulatory exemption, pursuant to Section 208(b)(2). Mr. Ogden understands that the interests of the following persons are imputed to him: his spouse; minor children; any general partner; any organization in which he serves as an officer, director, trustee, general partner or employee; and any person or organization with which he is negotiating or has an arrangement concerning prospective employment. In determining whether a particular matter has a direct and predictable effect on his financial interests or on those of any other person whose interests are imputed to him, Mr. Ogden will consult with Department of Justice ethics officials.

Mr. Ogden will withdraw from the partnership of Wilmer Cutler Pickering Hale and Dorr, LLP ("WilmerHale"), upon confirmation as Deputy Attorney General. Mr. Ogden will receive a refund of his capital account in a lump sum payment in April 2009. Mr. Ogden will receive the final payment for his 2008 partnership share in April 2009, which will include a distribution and a contribution to the firm's 401K Savings and Retirement Plan for 2008. The firm will also pay him a pro rata 2009 partnership share based on an objective formula that relies upon the previously budgeted value of the partnership points allocated to him, prorated for the number of days in 2009 that he will have served as a partner. This budgeted value was based on projected earnings, rather than on actual earnings in 2009. WilmerHale with withhold a portion of Mr. Odgen's 2009 income for three years as a reserve to reconcile tax payments that the Firm makes

on behalf of its partners. He will receive his share in three installments, on January 25, 2009, February 25, 2009, and in April, 2009. Upon his withdrawal from the firm, Mr. Ogden will receive the balance of his WilmerHale defined benefit plan. Until he has received the last installment of his 2008 partnership share and the last installment of his 2009 prorated partnership share, the balance of his defined benefit plan, and the refund of his capital account, Mr. Ogden will not participate personally and substantially in any particular matter that will have a direct and predictable effect on the ability or willingness of the firm to make the agreed-upon payments to him, unless he first obtains a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualifies for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2).

We have advised Mr. Ogden that because of the standard of conduct on impartiality at 5 C.F.R. § 2635.502, he should seek advice before participating in any particular matter involving specific parties in which a member of his household has a financial interest or in which someone with whom he has a covered relationship is or represents a party. For a period of one year after his resignation from the law firm of WilmerHale, he will not participate personally and substantially in any particular matter involving specific parties in which that law firm is a party or represents a party, unless he is first authorized to participate pursuant to 5 C.F.R. § 2635.502(d). In addition, he will not participate personally and substantially in any particular matter involving specific parties in which a former client of his is a party or represents a party for a period of one year after he last provided services to that client, unless he is first authorized to participate pursuant to 5 C.F.R. § 2635.502(d).

Mr. Ogden's spouse is a partner in the law firm WilmerHale. For this reason, Mr. Ogden will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of WilmerHale, unless he first obtains a written waiver pursuant to 18 U.S.C. § 208(b)(1), or qualifies for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). Mr. Ogden also has a covered relationship with his spouse's clients. He will not participate personally and substantially in any particular matter involving specific parties in which any client of his spouse's is a party or represents a party, unless he is first authorized to participate pursuant to 5 C.F.R. § 2635.502(d).

Based on the above agreements and counseling, I am satisfied that the report presents no conflicts of interest under applicable laws and regulations and that you can so certify to the Senate Judiciary Committee.

Sincerely,

Assistant Attorney General

for Administration and

Designated Agency Ethics Official

Enclosure

Enclosure

NOMINEE STATEMENT

I have read the attached Ethics Agreement signed by Lee J. Loithus, Assistant Attorney General for Administration and Designated Agency Ethics Official on January <u>CP</u> 2009, and I agree to comply with the conflict of interest statute and regulations, and to follow the procedures set forth in the agreement.

David W. Ogden

James 11, 2009

Date

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