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

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 Under Secretary of Defense for Acquisition, Technology, and Logistics.

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 sons, and/or myself where appropriate will divest financial interests in the following stocks:

Boeing Company
Bank of America
ConocoPhillips
Cisco Systems, Inc.
Chevron Corp.
E.I. DuPont de Nemours & Co.
Dell, Inc.
General Electric Co.
3M Company
Molex, Inc.
Merck & Co., Inc.
Microsoft Corp.
Procter & Gamble Co.
Staples, Inc.

Verizon Communications, Inc. Waters Corp. Apple, Inc. Accenture, Ltd. Ametek, Inc. Comcast Citrix Systems, Inc. Danaher Corp. FMC Technologies, Inc. Intuitive Surgical Inc. Micros Systems, Inc. Medtronic Inc. Millipore Corp. Parametric Technology Corp. Schlumberger Ltd. Stryker Corp. Trimble Navigation Ltd. Pepsi Co.

Until my spouse, my children, and I divest the stock holdings listed above, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of the above-listed stocks, 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.

In addition, if any company in which my spouse, my 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.

Upon my appointment, I will take an unpaid leave of absence from my position as a Senior Faculty member at Harvard University. I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of Harvard University, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for either the exemption at 5 C.F.R. § 2640.203(b) or another regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2).

I will continue to participate in Harvard's interest-free loan program. Upon termination of my leave of absence, if I do not return to my full time Harvard faculty position, I will repay the loan in its entirety.

Upon my appointment, I will resign my position from or terminate my relationship with the following organizations: the MITRE Corporation, the Massachusetts

Institute of Technology Lincoln Laboratory, Global Technology Partners, LLC, Charles Stark Draper Laboratory Corporation, and Goldman Sachs & Co. I resigned from my position from the Center for Strategic & International Studies in February, 2009 and from the advisory board of the Center for New American Security in March, 2009. For a period of two years after my appointment, I will not participate personally and substantially in any particular matter involving specific parties in which any of those entities 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. In addition, I will not participate personally and substantially in any particular matter involving specific parties in which any of my former clients, Textron, Inc., Constellation Energy and Gas, or McKinsey and Company, is a party or represents a party for a period of two years after my appointment, unless I am first authorized to participate pursuant to 5 C.F.R. § 2635.502(d) and Section 3 of Executive Order 13490.

FOFA F Ex. 436 -> Furthermore, pursuant to a purchase order for one day, I provided advice to advice to of the Raytheon Corporation on October 20, 2008. While such work is not subject to the restrictions in Executive Order 13490, I will not participate personally and substantially in any particular matter involving specific parties in which Raytheon is a party or represents a party for one year from when I provided service to Raytheon, unless I am first authorized to participate pursuant to 5 C.F.R. § 2635.502(d).

I may receive royalties from the Brookings Institution Press for sales of two books. I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the ability or willingness of the Brookings Institution Press to honor its contractual obligations regarding these royalties, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of Capital Partners Management Company unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

Sincerely,

Ashton B. Carter