



U.S. Department of Justice

Washington, D.C. 20530

August 11, 2021

The Honorable Emory A. Rounds, III  
Director  
Office of Government Ethics  
Suite 500  
1201 New York Avenue, NW  
Washington, DC 20005-3919

Dear Mr. Rounds:

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 Elizabeth Prelogar. President Biden has nominated Ms. Prelogar to serve as United States Solicitor General. We have conducted a thorough review of the nominee's report and have counseled her on the government ethics rules. The purpose of this letter is to describe the steps that Ms. Prelogar will take to avoid any actual or apparent conflict of interest in the event that she is confirmed for the aforementioned position. Ms. Prelogar understands that it is her responsibility to understand and comply with commitments outlined in the agreement.

Although it is not possible to provide for all of the specific circumstances which might give rise to a financial conflict of interest because the work of the Solicitor General involves a wide variety of matters involving specific parties, and it is not possible to predict where conflicts will arise until specific parties are identified, we have counseled Ms. Prelogar on the applicable conflict of interest laws and regulations and, in particular, on the application of the criminal conflicts of interest law at 18 U.S.C. § 208.

SECTION 1 – GENERAL COMMITMENTS

As required by the criminal conflicts of interest law at 18 U.S.C. § 208(a), Ms. Prelogar will not participate personally and substantially in any particular matter in which she knows that she has a financial interest directly and predictably affected by the matter, or in which she knows that a person whose interests are imputed to her has a financial interest directly and predictably affected by the particular matter, unless she 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). She understands that the interests of the following persons are imputed to her:

- Any spouse or any minor child of hers;
- Any general partner of a partnership in which she is a limited or general partner;
- Any organization in which she serves as officer, director, trustee, general partner or



- employee; and
- Any person or organization with which she is negotiating or has an arrangement concerning prospective employment.

In determining whether a particular matter has a direct and predictable effect on her financial interests or on those of any other person whose interests are imputed to her, Ms. Prelogar will consult with Department of Justice ethics officials. As stated in the attachment to the Ethics Agreement, Ms. Prelogar understands and agrees to comply with the conflict of interest laws and regulations, and to follow the procedures set forth in the agreement.

If Ms. Prelogar has a managed account or otherwise uses the services of an investment professional during her appointment, she will ensure that the account manager or investment professional obtains her prior approval on a case-by-case basis for the purchase of any assets other than cash, cash equivalents, investment funds that qualify for the regulatory exemption for diversified mutual funds and unit investment trusts at 5 C.F.R. § 2640.201(a), or obligations of the United States.

Ms. Prelogar will receive a live ethics briefing from Department ethics officials after her confirmation but not later than 15 days after her appointment pursuant to the ethics program regulation at 5 C.F.R. § 2638.305. Within 90 days of her confirmation, Ms. Prelogar will submit her Certification of Ethics Agreement Compliance to Department ethics officials, which documents her compliance with the ethics agreement.

Ms. Prelogar understands that as an appointee she must continue to abide by the Ethics Pledge (Exec. Order No. 13989) that she previously signed and that she will continue to be bound by it. Among other obligations, she will be required to recuse from particular matters involving specific parties involving her former employer or former clients for a period of two years after she is appointed, with the exception of Federal, state and local government.

Ms. Prelogar will not modify the ethics agreement without my approval and the approval of the U.S. Office of Government Ethics pursuant to the ethics agreement requirements contained in the financial disclosure regulation at 5 C.F.R. § 2634.803(a)(4).

## SECTION 2 – COOLEY LLP

Ms. Prelogar previously withdrew from the partnership of Cooley LLP. Her capital account was returned to her in a lump-sum payment on the date of her withdrawal from the firm, minus \$61,500, which was held back to pay state and foreign taxes on her behalf and attributable to her income earned while she was a partner at the firm. Any unused amounts will be returned to her following the firm's payment of its cumulative composite tax liability for the relevant years. She is not owed any bonus, severance, or other payments from the firm. Until she receives this refund, she will not participate personally and substantially in any particular matter that to her knowledge has a direct and predictable effect on the firm's ability or willingness to pay this refund, unless she first obtains a written waiver, pursuant to 18 U.S.C. § 208(b)(1). Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for a period of one year after her resignation or until she receives this refund, whichever is later, she will not participate personally and substantially in any particular matter involving specific parties in which she knows the firm is a

party or represents a party, unless she is first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d). In addition, she will not participate personally and substantially in any particular matter involving specific parties in which she knows a former client of hers is a party or represents a party for a period of one year after she last provided service to that client, unless she is first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

### SECTION 3 – OTHER RESIGNATION

Ms. Prelogar previously resigned from her position with Harvard Law School. Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for a period of one year after her resignation, she will not participate personally and substantially in any particular matter involving specific parties in which she knows Harvard University is a party or represents a party, unless she is first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

### SECTION 4 – PUBLIC POSTING

Ms. Prelogar has been advised that the ethics agreement and the Certification of Ethics Agreement Compliance will be posted publicly, consistent with the public information law at 5 U.S.C. § 552, on the website of the U.S. Office of Government Ethics with ethics agreements of other Presidential nominees who file public financial disclosure reports.

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

Sincerely,



Lee J. Lofthus  
Assistant Attorney General  
for Administration and  
Designated Agency Ethics Official

Enclosures

## NOMINEE STATEMENT

I have read the Ethics Agreement signed by Lee J. Lofthus, Assistant Attorney General for Administration and Designated Agency Ethics Official on August 11<sup>th</sup>, 2021, and I agree to comply with the commitments outlined in the agreement. In addition, in the event that an actual or potential conflict of interest arises during my appointment, I will consult with the Department ethics officials and take the measures necessary to resolve the conflict, such as recusal from the particular matter or divestiture of an asset. I will not modify the ethics agreement without your approval and the approval of the U.S. Office of Government Ethics pursuant to the ethics agreement requirements contained in the financial disclosure regulation at 5 C.F.R.

§ 2634.803(a)(4). Finally, I understand that as an appointee I must continue to abide by the Ethics Pledge (Exec. Order No. 13989) that I previously signed and that I will continue to be bound by it. Among other obligations, I will be required to recuse from particular matters involving specific parties involving my former employer or former clients for a period of two years after I am appointed, with the exception of Federal, state, and local government.

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Elizabeth Prelogar

Date: August 11, 2021