

JAN 24 2012

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: my 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 an officer, director, trustee, general partner or employee; and any person or organization with which I am negotiating or have an arrangement concerning prospective employment.

If any company in which my spouse 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.

Outside Positions

Upon my appointment as Principal Deputy Under Secretary of Defense for Acquisition, Technology and Logistics on March 8, 2010, I resigned my positions from each of the following organizations: Amnesty International USA, Tahirih Justice Center, Human Rights First, SAIC, and Centra Technologies. For a period of two years from the date of my appointment (March 8, 2010), I will not participate personally and substantially in any particular matter involving specific parties in which any of these entities is a party or represents a party, unless I am first authorized to participate, pursuant to Section 3 of Executive Order 13490.

Renaissance Strategic Advisors II, LLC

Upon my appointment as Principal Deputy Under Secretary of Defense for Acquisition, Technology and Logistics on March 8, 2010, I resigned my position as a partner at Renaissance Strategic Advisors II, LLC. For a period of two years from the date of my appointment (March 8, 2010), I will not participate personally and substantially in any particular matter involving specific parties in which Renaissance Strategic Advisors II, LLC, is a party or represents a party, unless I am first authorized to participate, pursuant to Section 3 of Executive Order 13490. In addition, for a period of two years from the date of my appointment, I will not participate personally and substantially in any particular matter involving specific parties in which a client that I provided services to within the two years prior to the date of my appointment is a party or represents a party, unless I am first authorized to participate, pursuant to Section 3 of Executive Order 13490.

Hogan Lovells US, LLP.

My spouse is employed as a senior associate by the law firm of Hogan Lovells US, LLP. from which she receives a fixed salary and is eligible for a bonus. I will not participate personally and substantially in any particular matter in which I know Hogan Lovells has a financial interest, if the particular matter has a direct and predictable effect on that interest, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1). I also will not participate personally and substantially in any particular matter involving specific parties in which I know that the firm or any client of my spouse is a party or represents a party unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d). In addition, for the duration of my appointment at the Department of Defense, my spouse has agreed not to communicate with the Department of Defense on behalf of the firm or any client.

Pledge

I understand that as an appointee I must continue to abide by the Ethics Pledge (Exec. Order No. 13490) that I previously signed 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.

Other

The recusals in this ethics agreement have already been implemented as I have designated in writing an individual to screen me out of conflicting matters and to reassign those matters. I have provided that individual with a list of assets and parties giving rise to such conflicts, and I have completed these implementing actions.

I have been advised that this ethics agreement will be posted publicly, consistent with 5 U.S.C. § 552, on the website of the U.S. Office of Government Ethics with other ethics

agreements of Presidential nominees who file public financial disclosure reports.

Sincerely,

A handwritten signature in black ink, appearing to read 'Frank Kendall', with a long horizontal flourish extending to the right.

Frank Kendall