

Ms. Ruth Vetter
Alternate Designated Agency Ethics Official
Office of the General Counsel
Department of Defense
Washington DC 20310

DEC 12 2017

Dear Ms. Vetter:

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 (Research and Engineering).

As required by 18 U.S.C. § 208(a), I will not participate personally and substantially in any particular matter in which I know that I have a financial interest directly and predictably affected by the matter, or in which I know that a person whose interests are imputed to me has a financial interest directly and predictably affected by the matter, 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.

I am the managing member of GriffinSpace Consulting, LLC (GriffinSpace), which was formed in June 2017, but has not begun operations and has no clients or accounts receivable. During my appointment to the position of Under Secretary of Defense (Research and Engineering), GriffinSpace will not engage in any business. During my appointment, GriffinSpace will remain dormant and will not advertise. I will not perform any services for GriffinSpace, except that I will comply with any requirements involving legal filings, taxes, and fees that are necessary to maintain GriffinSpace while it is in an inactive status. As Under Secretary of Defense (Research and Engineering), I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of GriffinSpace.

Upon confirmation, I will resign my positions with the following entities:

Dynetics Corporation
Charles Stark Draper Laboratory
Johns Hopkins University Applied Physics Laboratory
Stratolaunch Systems
Vanguard Research, Inc.

Any consulting fee amounts owed to me will be fixed before I assume the duties of Principal Under Secretary of Defense (Research and Engineering), and I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the ability or willingness of any entity to pay these amounts until such time as these fees are paid in full. Additionally, for a period of one year after my resignation from each of these entities, I will not participate personally and substantially in any particular matter involving specific parties in which I know that entity is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I resigned from my positions with OmniEarth Inc., 8 Rivers Capital, Blue Storm Associates, d/b/a PEMDAS Technologies & Innovations, Schafer Corporation, Belcan Industries, LLC, Faulconer Consulting Group, LLC, Engility Corporation, Systems Engineering Research Center, and Zero Point Frontiers, LLC at various points during the April 2017 through November 2017 timeframe. For a period of one year after my resignation from each of these entities, I will not participate personally and substantially in any particular matter involving specific parties in which I know that entity is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I will retain my position as a co-trustee of the Family Revocable Trust. I will not receive any fees for the services that I provide as a co-trustee during my appointment to the position of Under Secretary of Defense (Research and Engineering). I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of the trust, 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 receive royalties from the American Institute of Aeronautics and Astronautics for sales of my book, *Space Vehicle Design*. I will not participate personally and substantially in any particular matter involving specific parties in which I know the American Institute of Aeronautics and Astronautics is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I currently have financial interests in one defense contractor that did not meet the financial disclosure reporting thresholds. Within 90 days of my confirmation, I will divest my interest in this entity. I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of the entity until I have divested it, 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).

If I have a managed account or otherwise use the services of an investment professional during my appointment, I will ensure that the account manager or investment professional obtains my 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 exemption at 5 C.F.R. § 2640.201(a), obligations of the United States, or municipal bonds.

I will meet in person with you or an ethics counselor in your office during the first week of my service in the position of Under Secretary of Defense (Research and Engineering) in order to complete the initial ethics briefing required under 5 C.F.R. § 2638.305. Within 90 days of my

confirmation, I will document my compliance with this ethics agreement by notifying you in writing when I have completed the steps described in this ethics agreement.

I understand that as an appointee I will be required to sign the Ethics Pledge (Exec. Order No. 13770) and that I will be bound by the requirements and restrictions therein in addition to the commitments I have made in this ethics agreement.

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 ethics agreements of other Presidential nominees who file public financial disclosure reports.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael D. Griffin". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Michael D. Griffin