

APR 18 2016

Mr. Robert S. Taylor
Acting General Counsel and
Acting Designated Agency Ethics Official
Office of the General Counsel
Department of Defense
Washington DC 20310

Dear Mr. Taylor:

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 Inspector General for the National Reconnaissance Office.

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.

Upon my confirmation, I will resign from my position as General Counsel to the Board of Women in Technology and from my Board member position with the City of Fairfax Theatre Company. 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 either of these 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.

My spouse is the sole owner of Parasang Solutions, L.L.C.. For as long as my spouse owns Parasang Solutions L.L.C., 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 Parasang Solutions L.L.C., 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 a client of Parasang Solutions, L.L.C. is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

My spouse is an operational advisor for InnerProduct Partners, L.P. (IPP-L.P.), a venture capital partnership. By virtue of this position, he is entitled to carried interest that results from the profits of IPP-L.P., which is held by InnerProduct Partners GP, L.L.C. (IPP-GP). I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on my spouse's employment with, or compensation from, IPP-GP, unless I

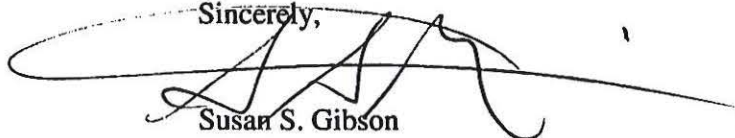
first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1). I also will not participate personally and substantially in any particular matter involving specific parties in which I know IPP-GP is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d). In addition, as a result of my spouse's carried interest, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect ICC-L.P., unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

My spouse is also a limited partner investor in IPP-L.P., which makes venture capital investments, principally by investing in and holding equity and equity-oriented securities of privately held companies in early-stage technology businesses. My spouse is contractually locked into this Limited Partnership Agreement. The fund agreement requires my spouse to make capital commitments on demand. By virtue of his position as operational advisor for IPP-L.P. my spouse provides input regarding investments, however, he does not make final decisions regarding the actual investments. Two current holdings of IPP-L.P., Eridan Communications and MicroPET, are on the DoD contractor list and will be included in my screening arrangement. As IPP-L.P. notifies my spouse of additional investments, I will promptly notify my ethics official to determine if any company is on the DoD contractor list or poses a conflict of interest with my duties as an Inspector General. Any such entity will be added to my screening arrangement for as long as the limited partnership holds the entity. Accordingly, for as long as my spouse owns these interests, 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 either Eridan Communications or MicroPET, 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). In addition, with regard to IPP-L.P., 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 IPP- L.P. or its underlying assets, 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 as an appointee I am required to sign the Ethics Pledge (Exec. Order No. 13490) 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,



Susan S. Gibson