

March 16, 2009

Ms. Barbara S. Fredericks
Assistant General Counsel for Administration
U.S. Department of Commerce
1401 Constitution Avenue, N.W.
Washington, D.C. 20230

Dear Ms. Fredericks:

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 and appointed to the position of Secretary of Commerce, U.S. Department of Commerce.

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 confirmation, my spouse and I will divest our financial interests in the entities that are listed in the attachment to this ethics agreement. With regard to each of these entities, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of that entity until I have divested my interest in 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).

Upon confirmation, I will resign from my positions with Blue Marble Energy and Key Technology. I currently hold common stock and stock options in Blue Marble Energy. I currently have 4,813 shares of unvested restricted stock in Key Technology. I do not hold any restricted stock in Blue Marble Energy, and I do not hold any stock options in Key Technology. I will retain my stock and stock options in Blue Marble Energy. I will retain my common stock in Key Technology, but I will forfeit all shares of restricted stock in Key Technology that are unvested at the time that I assume the duties of the position of Secretary. I will request that Key Technology accelerate the vesting of 2,686 shares of my unvested restricted stock in Key

Technology, which is valued at approximately \$26,860. If Key Technology approves this request, I will retain these 2,686 shares, provided that the acceleration is fully completed before I assume the duties of the position of Secretary. If Key Technology does not approve this request, or if the acceleration is not fully completed before I have assumed the duties of Secretary, I will forfeit these 2,686 shares of unvested restricted stock in Key Technology. With regard to my holdings in Blue Marble Energy, and any holdings in Key Technology that vest before my assumption of the duties of the position Secretary, I have been advised that it is not necessary at this time for me to divest my interests in these entities because the likelihood that my duties will involve a matter affecting them is remote. However, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of either of these entities or on the market value of the options, 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 divest my holdings in either Blue Marble Energy or Key Technology, I will not, for a period of one year from the date of my resignation, participate personally and substantially in any particular matter involving specific parties in which 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).

Although my wife and I will divest our stock in Microsoft, my three minor children will each retain a minimal amount stock, currently valued at approximately \$[REDACTED] each and \$[REDACTED] in the aggregate. You have advised me that the aggregate value of their stock interests in Microsoft are below the \$25,000 *de minimis* threshold for particular matters involving specific parties that affect non-parties at 5 C.F.R. § 2640.202(b) and for particular matters of general applicability at 5 C.F.R. § 2640.202(e). I will not participate personally and substantially in any particular matter involving specific parties in which Microsoft is a party that has a direct and predictable effect on Microsoft, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

To the extent that I rely on a *de minimis* exemption under 5 C.F.R. § 2640.202 with regard to any personal or imputed financial interest, including Microsoft, I will monitor the value of the interest. If the aggregate value of interests affected by a particular matter increases and exceeds the *de minimis* threshold, I will not participate in the particular matter, unless I first obtain a written waiver under 18 U.S.C. § 208(b)(1).

Upon confirmation, I will resign from my position with the law firm of Davis Wright Tremaine LLP. For a period of one year after my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which this firm 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, I will not participate personally and substantially in any particular matter involving specific parties in which a former client of mine is a party or represents a party, for a period of one year after I last provided service to that client, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Upon confirmation, I also will resign from the positions that I currently hold with the following entities:

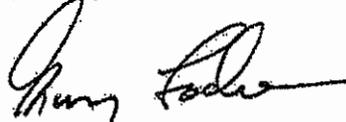
College Success Foundation
Digital Learning Commons
Eden Rock Communications
5th Avenue Theatre
Fred Hutchison Cancer Research Center
General Biodiesel
mInfo
Mountains to Sound Greenway Trust
Q-tires
Seattle Art Museum
Waggener Edstrom
WA State Life Science Discovery Fund.

For a period of one year after my resignation from the above-listed entities, 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 5 C.F.R. § 2635.502(d).

My spouse is employed by the Susan G. Komen for the Cure Foundation from which she receives a fixed annual salary. I will not participate personally and substantially in any particular matter that has a direct and predictable effect on my spouse's compensation or employment with the Komen Foundation, 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 the Komen Foundation 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 issue a statement memorializing my recusals within 90 days of my confirmation.

Sincerely,



Gary F. Locke

ENCLOSURE TO ETHICS AGREEMENT
LIST OF ASSETS TO BE DIVESTED BY GOV. AND MRS. LOCKE

Ace	Daiwa House
Aegon	Dean Foods
Affiliated Computer	Deil
Akamai Technologies	Eden Rock
Alcatel	Endurance Specialty
Allergan	Entergy
Alumina	Esterline Technologies
Amazon.com	Expeditors International Washington
Ameren	Fujifilm
American Electric Power	Gap
Angen	Genentech
Anadarko Petroleum	General Biodiesel
Anglogold	General Electric
Annaly Capital Management	Genuine Parts
Aon	Genzyme
Apple	Gilead Sciences
Associated Banc	Gold Fields
AT&T	Google
Barrick Gold	Hachijuni Bank
Berkshire Hathaway	HCP
Boston Scientific	Health Care REIT
BP	Hewlett Packard
Brandywine Realty	Hologic
Bristol Myers Squibb	Home Depot
Broadridge Financial	Honeywell International
Cablevision NY	IBM
Cameco	Impala Platinum
Cent. Elec. Bras.	Integrys Energy
Centrais Elec. Bras.	Intel
Cephalon	Intercontinental Exchange
Cerner	Intuitive Surgical
CH Robinson Worldwide	Ivanhoe Mines
Chevron	JP Morgan Chase
Cintas	Kimberly-Clark
Cognizant Tech	Kirin Holdings
Comcast	Korea Electric Power
ConocoPhillips	Kraft Foods
Consolidated Edison	KT
Costco Wholesale	Lihir Gold
Covidien	LSI
Currency -- Japanese Yen	Magna International
CVS Caremark	Mattel
Dai Nippon	Meadwestvaco

McDermott International
 Microsoft (interests of minor children will
 be retained).
 Millicom International
 mInfo
 Mitsui
 Monsanto
 Newcrest Mining
 Newmont Mining
 Nexen
 Nippon Telephone & Telegraph
 Nisource
 Noble Energy
 Nokia
 Oceaneering International
 Old Republic International
 Panasonic
 Pentair
 Pfizer
 Powershares Global EFT
 Proctor & Gamble
 Progress Energy
 Promise
 Q-Tires
 Qualcomm
 Qwest Communications
 Range Resources
 Research in Motion
 Rockwell Collins
 Rohn
 Rowan
 Royal Dutch Shell
 Salesforce.com
 Saint Jude Medical
 Sanofi Aventis
 Sara Lee
 Scana
 Schein Henry
 Schlumberger
 Sega Sammy
 Sekisui House
 Semptra Energy
 Seven & I Holdings
 Shiseido

Siemens AG
 SK Telecom
 Societe General France
 Sony
 SPDR Gold Trust Gold
 Starbucks
 Stora Enso
 Sumitomo Bank
 Suncor Energy
 Swiscom
 TDK
 Technip
 Telecom Italia
 Telephone & Data Systems
 Time Warner
 Time Warner Cable
 Tomkins
 Toppan Printing
 Travelers Companies
 Tyco Electronics
 Tyco International
 UBS
 UDR
 United Utilities
 United Utilities Group
 United States Cellular
 Valero Energy
 Varian Medical Systems
 Verisign
 Visa
 Vodafone Group
 Wacoal
 Waste Management
 Watson Pharmaceuticals
 Weatherford International
 Xcel Energy
 Yum Brands