

Ethics Agreement – Dana S. Deasy

June 27, 2019

Mr. Scott F. Thompson
Alternate Designated Agency Ethics Official
Office of the General Counsel
Department of Defense
Washington, DC 20301

Dear Mr. Thompson:

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 Chief Information Officer for the Department of Defense.

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.

Within 90 days of my confirmation, I will divest my interests in the entities and sector funds listed in Attachment A. 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 each listed entity, or in the case of sector funds, any holding of the fund that is invested in the fund's stated sector, until I have divested of these interests, 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 resigned from my position with J.P. Morgan Chase & Company in February 2018. I hold unvested restricted stock units in J.P. Morgan Chase & Company, which will continue to vest as scheduled, at which time I will receive equivalent shares of stock. Under the terms of my J.P. Morgan Chase & Company severance package, I was owed a recognition award payment, the amount of which was fixed at the time of my separation. I received final payment in February 2019, and am not owed anything further from J.P. Morgan Chase & Company beyond the restricted stock units noted above. For as long as I continue to have an equity interest in J.P. Morgan Chase & Company, 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 J.P. Morgan Chase & Company, 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 Columbia University and as co-trustee for my Family Irrevocable Trust, Family Special Needs Trust #1 and Family Special Needs Trust #2. 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 the entity is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

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 a senior DoD ethics official during the first week of my service in the position of Chief Information Officer 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 must continue to abide by the Ethics Pledge (Exec. Order No. 13770) 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 ethics agreement.

I understand that I may be eligible to request a Certificate of Divestiture for qualifying assets and that a Certificate of Divestiture is effective only if obtained prior to divestiture. Regardless of whether I receive a Certificate of Divestiture, I will ensure that all divestitures discussed in this agreement occur within the agreed upon timeframes and that all proceeds are invested in non-conflicting assets.

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 "Dana Deasy", with a long, sweeping horizontal stroke extending to the right.

Dana S. Deasy

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ATTACHMENT A

1. TE CONNECTIVITY, LTD
2. MEDTRONIC PLC
3. MALLINCKRODT PUB LTD. CO
4. JOHNSON & JOHNSON
5. BOSTON SCIENTIFIC CORP
6. THERMO FISHER SCIENTIFIC INC.
7. ROCHE HOLDINGS LTD-SPONS ADR
8. DAVITA INC.
9. UNITEDHEALTH GROUP INC
10. ABBOTT LABORATORIES
11. ALLERGAN PLC
12. WRIGHT MEDICAL GROUP NV – USD
13. VARIAN MEDICAL SYSTEMS INC
14. BAXTER INTERNATIONAL INC
15. SANOFI-ADR
16. EDWARDS LIFESCIENCES CORP
17. MORNINGSTAR INC
18. SYNnex CORP
19. AMERICAN STATES WATER CO
20. QUAKER CHEMICAL CORP
21. CANTEL MEDICAL CORP
22. COMFORT SYSTEMS USA INC
23. BADGER METER INC
24. RITCHIE BROS AUCTIONEERS
25. CABLE ONE INC-W/I
26. UNITED TECHNOLOGIES COMPANY
27. ISHARES MSCI JAPAN INDEX
28. J.P. MORGAN BETABUILDERS JAPAN ETF
29. WISDOM TREE JAPAN HEDGED EQUITY
30. J.P. MORGAN BETABUILDERS CANADA ETF