



U.S. Department of Justice

Washington, D.C. 20530

March 10, 2017

Walter M. Shaub, Jr.
Director
Office of Government Ethics
1201 New York Avenue, NW
Suite 500
Washington, DC 20005-3919

Dear Mr. Shaub:

In accordance with the provisions of Title I of the Ethics in Government Act of 1978, as amended, I am forwarding the financial disclosure of Steven A. Engel. President Trump has nominated Mr. Engel to serve as Assistant Attorney General, Office of Legal Counsel, Department of Justice.

We have conducted a thorough review of the enclosed report. The conflict of interest statute, 18 U.S.C. § 208, requires that Mr. Engel recuse himself from participating personally and substantially in any particular matter in which he knows that he has a financial interest directly and predictably affected by the matter, or in which he knows that a person whose interests are imputed to him has a financial interest directly and predictably affected by the matter, unless he first obtains a written waiver, pursuant to Section 208(b)(1), or qualifies for a regulatory exemption, pursuant to Section 208(b)(2). Mr. Engel understands that the interests of the following persons are imputed to him: his spouse; minor children; any general partner of a partnership in which he is a limited or general partner; any organization in which he serves as an officer, director, trustee, general partner or employee; and any person or organization with which he is negotiating or has an arrangement concerning prospective employment. In determining whether a particular matter has a direct and predictable effect on his financial interests or on those of any other person whose interests are imputed to him, Mr. Engel will consult with Department of Justice ethics officials.

Upon confirmation, Mr. Engel will withdraw as a partner with Dechert LLP. He will receive a lump sum payment of his capital account on or before 60 days from the date of his withdrawal. However, the firm may withhold a portion of his capital account as a reserve for account reconciliations and tax payments that the firm makes on behalf of its partners. Pursuant to the Dechert LLP partnership agreement, he will receive a pro rata partnership share based on the value of his partnership interests for services performed in 2017 through the date of his withdrawal. The firm will calculate the value of that share based upon the firm's earnings in 2016. Consistent with the Partnership Agreement, he will receive his partnership share no later than the first quarter of 2018. He will also receive a bonus for calendar year 2016. Until all of these payments are made, he will not participate personally and substantially in any particular matter that to his knowledge has a direct and predictable effect on the firm's ability or willingness to make these payments, unless he first obtains a written waiver, pursuant to 18 U.S.C. §208(b)(1). For a period of one year after his resignation, he also will not participate personally and substantially in any particular matter

involving specific parties in which he knows the firm is a party or represents a party, unless he is first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d). In addition, he will not participate personally and substantially in any particular matter involving specific parties in which he knows that a former client of his is a party or represents a party, for a period of one year after he last provided service to that client, unless he is first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Mr. Engel's spouse is a non-equity partner with the law firm of Kirkland and Ellis LLP, from which she receives a fixed salary and an annual bonus tied to her performance. For as long as his spouse continues to work for Kirkland and Ellis LLP, he will not participate personally and substantially in any particular matter that to his knowledge has a direct and predictable effect on his spouse's compensation or employment with the firm, unless he first obtains a written waiver, pursuant to 18 U.S.C. § 208(b)(1). He also will not participate personally and substantially in any particular matter involving specific parties in which he knows his spouse's employer or any client of his spouse is a party or represents a party, unless he is first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Upon confirmation, Mr. Engel will resign from his position as Co-Trustee of the Family Trust #2.

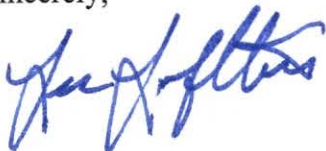
Mr. Engel has been advised that this ethics agreement will be posted publicly, consistent with 5 U.S.C. § 552, on the website of the U.S. Office of Government Ethics with ethics agreements of other Presidential nominees who file public financial disclosure reports.

Finally, Mr. Engel understands that as an appointee he must sign the Ethics Pledge (Exec. Order No. 13770) and that he will be bound by the requirements and restrictions therein in addition to the commitments he has made in this ethics agreement.

He will meet in person with Department ethics officials during the first week of his service in the position of Assistant Attorney General in order to complete the initial ethics briefing required under 5 C.F.R. § 2638.305. Within 90 days of his confirmation, he will document his compliance with this ethics agreement by notifying Department ethics officials in writing when he has completed the steps described in this ethics agreement.

Based on the above agreements and counseling, I am satisfied that the report presents no conflicts of interest under applicable laws and regulations and that you can so certify to the Senate Judiciary Committee.

Sincerely,



Lee J. Lofthus
Assistant Attorney General
for Administration and
Designated Agency Ethics Official

Enclosure

NOMINEE STATEMENT

I have read the attached Ethics Agreement signed by Lee J. Lofthus, Assistant Attorney General and Designated Agency Ethics Official, on March 10, 2017 and I agree to comply with the conflict of interest statute and regulations, and to follow the procedures set forth in the 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.


Steven A. Engel

3-10-17
Date