

# THE JOINT STAFF OFFICE OF LEGAL COUNSEL PENTAGON, ROOM 20938 WASHINGTON, DC

Reply ZIP Code: 20318-9999

6 January 2012

General (ret.) James E. Cartwright	
(b)(6)	

Dear General (ret.) Cartwright,

This letter responds to your request for advice regarding the impact of post-Government employment restrictions on employment with Raytheon Company ("Raytheon").

BACKGROUND. You retired from the United States Marine Corps as a General on 1 September 2011. During your past two years of service, you were the Vice Chairman of the Joint Chiefs of Staff. You were the second ranking member in the United States Armed Forces and replaced the Chairman of the Joint Chiefs of Staff during periods of absence or disability.

PROSPECTIVE EMPLOYMENT. You are currently seeking employment with Raytheon. As you have only made initial contact on potential opportunities within Raytheon, your specific job description and responsibilities are undefined.

PROCUREMENT INTEGRITY LAW. You advised that within the last two years, you did not have any decision-making responsibilities, nor did you take any other action, in connection with a contract valued over \$10,000,000. Based on this information, I have determined that 41 U.S.C. § 2103 does not require any additional notices with respect to your employment contacts with any defense contractor. In addition, the procurement integrity law does not restrict you from receiving compensation from any potential client listed above. However, the procurement integrity law does apply to you to the extent that you have had access to any source selection or contractor bid or proposal information. You are required to protect that information. In addition, 18 U.S.C. §§ 793, 794 and 1905 protect and prohibit the use or disclosure of trade secrets, confidential business information, and classified information. Finally, you have a continuing obligation to the Government not to disclose or misuse any other information that you acquired as part of your official duties and which is not generally available to the public.

REPRESENTATIONAL BANS. 18 U.S.C. § 207, a criminal statute, restricts representational activities. It prevents an individual who participated in, or was responsible for, a particular matter while employed by the Government from later "switching sides" and representing someone else in the <u>same matter</u>. These restrictions are further explained below.

a. Section 207(a)(1) imposes a lifetime bar that prohibits you from knowingly making, with the intent to influence, any communication to or even an appearance before an employee of the United States on behalf of someone else in connection with a <u>particular matter</u>

involving a specific party in which you <u>participated personally and substantially</u> as a Government officer and in which the United States has a direct and substantial interest. This does not prohibit "behind-the-scenes" assistance.

"Lifetime" refers to the lifetime of the particular matter.

"Particular matter" includes any proceeding, application, contract, controversy, investigation, accusation, arrest, or other matter that involves a specific party.

"Participate personally and substantially" means to participate directly and significantly by decision, approval, disapproval, recommendation, advice, or investigation. Personal participation includes the participation of a subordinate when actually directed by you.

- b. Section 207(a)(2) is nearly identical to the above lifetime restriction except that it (1) lasts for only two years after leaving Government service, and (2) applies only to those matters in which you did not participate personally and substantially, but which were pending under your official responsibility during the one-year period before terminating Government employment. "Official responsibility" is defined as direct administrative or operating authority to approve, disapprove, or otherwise direct government action.
- c. Based on the information you provided, it is my opinion that the restrictions of Sections 207(a)(1) and (a)(2) do not apply to you because you did not participate "personally and substantially" in any particular matter affecting the interests of Raytheon, nor were such matters pending under your official responsibility during the one-year period prior to you leaving federal service.
- d. These determinations are fact-specific. Thus, if you seek employment with a different contractor, I recommend that you request a revised ethics opinion to determine if your circumstances have changed.

ONE-YEAR COOLING OFF PERIOD. 18 U.S.C. § 207(c)(1) prohibits any flag officer for one year after retirement from contacting any officer or employee of the "agency" in which he served within one year of leaving his senior position with the intent to influence any official matter. "Agency" does not mean all of DoD. "Agency" in your case includes the Office of the Secretary of Defense, the Department of the Navy, the Joint Staff, and the Combatant Commands. It does not include the Department of the Army, the Department of the Air Force, DISA, DIA, DIA, NGA, NRO, DTRA, and NSA, as well as other U.S. Government agencies.

FOREIGN GOVERNMENT EMPLOYMENT. Because you are a flag officer, 18 U.S.C. § 207(f) prohibits you for one year after your retirement from representing, aiding, or advising a foreign government or political entity (but not a non-government corporation) to influence a decision of any officer, employee or agency of the United States. The Emoluments Clause of the Constitution further prohibits you from being employed by a foreign government

without the consent of Congress. Should you desire to seek the consent of Congress, 37 U.S.C. § 908 allows for approval through your Service Secretary.

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As a final point, my opinion as an agency ethics official concerning 18 U.S.C. § 207 does not have the same weight as an opinion authorized by statute, such procurement integrity laws (41 U.S.C. § 2103-4). The Standards of Ethical Conduct for Employees of the Executive Branch makes it clear that, although my opinion should be persuasive concerning statutes like 18 U.S.C. § 207, my opinion on this statute does not bind the Department of Justice.

I hope this information is helpful to you. This letter, issued under the authority of 5 C.F.R. §§ 2635.107 and 602(a)(2), is an advisory opinion of an agency ethics official based on the information that you provided.

nsel	

# POST-GOVERNMENT EMPLOYMENT ADVICE OPINION REQUEST

REPORT CONTROL SYMBOL DD-GC(AR)2412

OMB No. 0704-0467 OMB approval expires Apr 30, 2013

The public reporting burden for this collection of influentation is estimated to everage 90 minutes per response, including the little for reviewing indirections, searching date outroom, perferring the sate needed, and completing and reviewing the sate needed, and completing and reviewing the sate needed. And completing end reviewing the collection of influentation, search comments requesting the burden estimate or any other expect of the collection of influentation, including all public reviewing the collection of influentation of influentatio

PLEASE DO NOT RETURN YOUR FORM TO THE ABOVE ORGANIZATION.

## PRIVACY ACT STATEMENT

AUTHORITY: 41 U.S.C. 423; 10 U.S.C. 1701 note; 5 C.F.R. 2635.107, Joint Ethics Regulation.

PRINCIPAL PURPOSE(S): To enable ethics counselors to render ethics advice to military and civilian employees leaving Government service.

ROUTINE USE(S): None.

DISCLOSURE: Voluntary, however, failure to fully disclose information requested may result in receipt of incomplete advice or inability to provide written advice. This may result in a delay in being hired by a Department of Defense contractor or receipt of compensation from such contractor. Failure to comply may also result in the imposition of administrative penalties in accordance with section 27s of the Office of Federal Procurement Policy Act (41 U.S.C. 423(e)).

SECT	TON I - CONTACT INFOR	MATION		
DOD AGENCY YOU WORKED OR ARE WORKING FOR (e.g., US Army, US Novy, 1852)     US Marine Corps	2a FIRST NAME James	b. MIDDLE INITIAL E	c. LAST NAME  Cartwright	
3. ADDRESS				
b)(6)	b. STREET (b)(6)	2		
		(6)	f COUNTRY US	
(b)(6) (c)(6)	All ADDRESS			
S. HOW DO YOU WANT TO RECEIVE YOUR OPINION	X cma) X BY E-M	IAIL E	BY POSTAL MAIL	
SEC	TION II - SERVICE INFOR	MATION		
7. EMPLOYEE STATUS AT TIME OF SEPARATION OR	TERMINAL/TRANSITION LE	AVE X	MILITARY CIVILIAN	
8. DOD ORGANIZATION  Joint Staff	B. DOD SU	PERVISOR'S NAME Secretar	ry Robert Gates	
10. REASON FOR SEPARATION  RETIREMENT RESIGNATION	OTHER (Specify)			
11. SEPARATION/RETIREMENT DATE (MM/00/YYY) 09/01/2011	12, TERMIN		EAVE DATE (MMODOYYYY) /04/2011	
13. DO YOU PLAN TO WORK WHILE ON TERMINALIT LEAVE? NO YOU		14. FOR CIVILIAN EMPLOYEES: DID YOU RETIRE FROM THE U.S. ARMED FORCES? NO YES		
SECTIO	N III - PRIOR ETHICS INF	ORMATION		
15. PRIOR ETHICS ADVICE				
a. HAVE YOU RECEIVED ANY ETHICS ADVICE OR O	PINION FROM ANOTHER GO O PRIOR ADVICE RECEIVED		S COUNSELOR CONCERNING YOUR TOR ADVICE RECEIVED (Complete &)	
b. (1) ETHICS COUNSELOR'S NAME (2) OF	CJCS Legal Off	fice	(3) TE (b)(6)	
18. FINANCIAL DISCLOSURE				
8. IN THE LAST 2 YEARS, HAVE YOU FILED A FINANCE NO. YES, OGE FORM 450 X Y	ES. SF 278 (If you file a SF 278,	? you must file a terminal	ion report no later than 30 days effer	
b. IF YES, POSITIONS FOR WHICH YOU FILED Vice Chairman, Joint Chiefs of Staff	operation.)			

DD FORM 2945, APR 2010

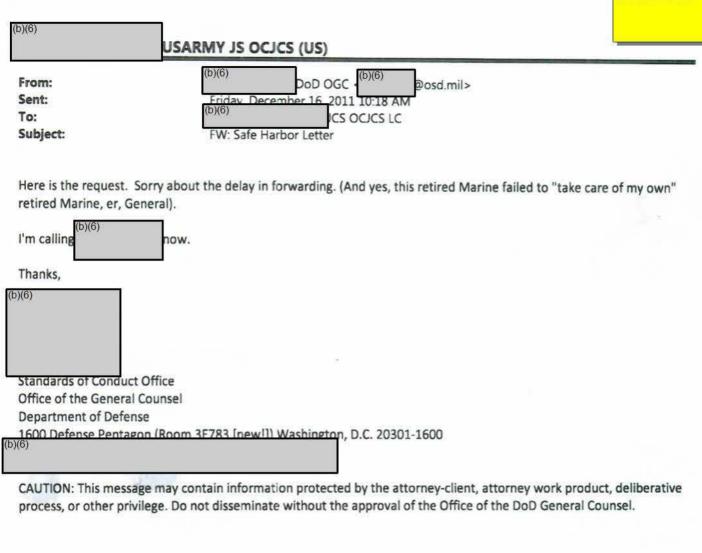
Page 1 of 4 Pages Adobs Professional 8.0

SECTION	III - PRIOR ET	THICS INFORMATION (Continued)
CONFLICT OF INTEREST		
IN THE LAST 2 YEARS, HAVE YOU TAKEN ANY	ACTION TO RE	RESOLVE A POTENTIAL CONFLICT OF INTEREST, INCLUDING ISSUING
POTENTIAL CONFLICT OF INTEREST?	ASS, FAD TOU	UR DUTIES CHANGED, OR TAKEN ANY OTHER ACTION TO RESOLVE A
	X NO	YES
IF YES, PROVIDE DETAILS:		
B. ETHICS PLEDGE		
. HAVE YOU SIGNED THE ETHICS PLEDGE?	NO	X YES
IF YES, HAVE YOU RECEIVED A WAIVER OF T	HE RESTRICTI	TIONS THAT APPLY UPON LEAVING THE GOVERNMENT?
X NO YES		
IF YES, EXPLAIN THE EXTENT OF THE WAIVE	a:	
d. IF NO. DO YOU ANTICIPATE WORK AS A LOBE	YIST?	
NO YES		
	VALLABRATI	ICENSED ATTORNEY, EVEN IF YOU ARE NOT EMPLOYED AS AN
<ol> <li>UCENSED ATTORNEY: PLEASE INDICATE IF ATTORNEY BY DOD.</li> </ol>	TOU ARE A LI	JUENOEU ATTURNET, EVEN IF TOU ARE NOT EMPLOYED AS AN
X NO , I AM NOT A LICENSED ATTORNEY	TYES IA	AM A LICENSED ATTORNEY
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		DD POSITION INFORMATION
0. POSITIONS HELD AND MAJOR DUTIES: IN W	HAT AGENCIE	ES OR ORGANIZATIONS HAVE YOU SERVED DURING YOUR LAST 2 YE
OF DEPARTMENT OF DEPENSE SERVICE? (F	hrovide diabas (mon lanse confracts, as	onth and year). For each position, describe your job or briefly describe your major dubbo any expect of the acquisition process, such as requirements development, eating as
program manager, deputy program meneger of contract	ing officer, or other	ervise involved in the contracting process. Identity names of projects, program, contract
and subcontractors.)		
a. CURRENT/MOST RECENT POSITION  1) ORGANIZATION OR AGENCY		(2) JOS TITLE
Control of the contro		
loint Staff		Vice Chairman, Joint Chiefs of Staff
3) DESCRIPTION		
b. PRIOR POSITION 1  (1) ORGANIZATION OR AGENCY		(2) JOB TITLE
(1) ORGANIZATION OR AGENCY		
(3) DESCRIPTION		
c. PRIOR POSITION 2		I W IAA BOLE
(1) ORGANIZATION OR AGENCY		(2) JOB TITLE
(3) DESCRIPTION		
		Page 2 of

DD FORM 2945, APR 2010

2) JOB TITLE
2) JOB TITLE
E FOLLOWING POSITIONS OR PERSONALLY TAKEN ONE OF THE ACT IN EXCESS OF \$18 MILLION?
CHIEF OF A FINANCIAL OR TECHNICAL EVALUATION TEAM?
CHIEF OF A FINANCIAL ON TECHNICAL EVALUATION TEAMY
r)
STRATIVE CONTRACTING OFFICER?
e. ESTABLISHING OVERHEAD OR OTHER RATES?  1. APPROVAL OF A CONTRACT PAYMENT?
X NO YES X NO YES
FY THE CONTRACT(S) IN WHICH YOU PERFORMED THAT FUNCTION
b DID YOU PARTICIPATE IN AN ACQUISITION WITH A VALUE IN EXCESS OF \$10 MILLION?  X NO YES
S

	V - PROSPECTIVE EMPLOYER INFORMATION	
POSITIONS SOUGHT: WITH WHOM ARE YOU	SEEKING EMPLOYMENT?	
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TOWNS THOSE WALL TOWNS UP IN UP	OU TAKEN CONCERNING YOUR FUTURE EMPLOYME	1095
nitial contact on potential opportunities as a consu		DAT 7
mind within on position oppositions as a solar	(a	
S. FUTURE JOB TITLE		
a. JOB TITUE		
JOB DESCRIPTION (Include information on how	w this may relate to your Government duties.)	
		1
B. START DATE: WHEN DO YOU PLAN TO STA	IRT YOUR NEW EMPLOYMENT? (MM/DD/YYYY)	
7. ADDITIONAL COMMENTS		
		1
I certify that the Information provided on this form	is true and accumite to the best of my knowledge.	
I certify that the stronmation provided on this torm	29. SIGNATURE	30. DATE SIGNED
28. PRINTED FULL NAME		
28. PRINTED FULL NAME James E. Cartwright	1E Contens	2-11-12 Page 4 of 4 Pages



----Original Message-DoD OGC From riday December 09, 2011 1:56 PM Set DOD OGC To Subject: FW: Safe Harbor Letter (b)(6)irectly. Tx Please take this for action. Cal Hell (b)(6)Director, DOD Standards of Conduct Office of General Counsel @gmail.com) mailto From or 09, 2011 12:22 PIV DoD OGC

Subject: Safe Harbor Letter

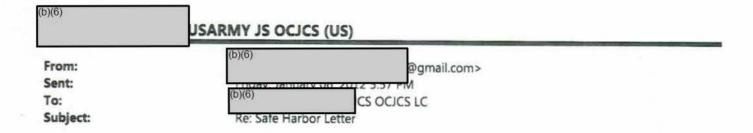
(b)(6)

General (retired) James Cartwright is looking to do contract work with Raytheon as an advisor. They have asked for a copy of his Safe Harbor Letter and written guidance from DoD on post-retirement restrictions. I have a copy of a restrictions package given to General Cartwright prior to his retirement however, I am not sure what a Safe Harbor letter is or who I would get that from. I have been advised to contact you as an individual who may be able to help me out or point me in the right direction. Can you provide me with assistance? Any help is greatly appreciated. Have a wonderful Friday!

(b)(6)

Personal Assistant,

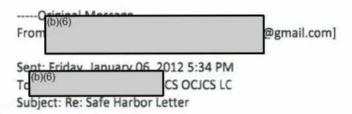
Gen (ret) James Cartwright, USMC



I definitely owe you a coffee and bagel when I get back from school!!



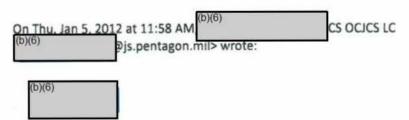
I'm working it...it's the only reason I'm still here on a Friday evening. :)



Sir

I hate to bother you but have you been able to take a look at this?
Raytheon is hoping to close everything out early next week to be in time for their Board Meeting they want General Cartwright to attend. I know you have a ton of work going on but if there is anything I can do, please let me know.

Thank you!



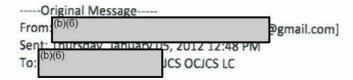
Feel free to give them my contact information. I'll be glad to speak with them.

Thank you for the updated information and clarification. I'll work on

preparing the advice letter for Gen Cartwright. I'll do my best to have it

complete before the weekend.





Subject: Re: Safe Harbor Letter

Sir

Spoke with General Cartwright and he said the block was marked incorrectly

as he has not been on a source selection board or financial/technical

evaluation team. In addition, he has not been a part of any acquisition

(Raytheon or otherwise) in excess of \$10M.

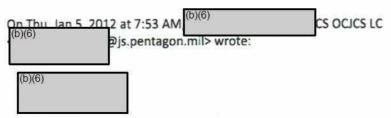
I fixed the appropriate blocks on page three and attached is updated form.

In addition, Raytheon is asking permission to talk with legal office (I

assume you) if they have any in-depth ethics questions concerning General

Cartwright's employment. Would it be OK if I gave them you as the contact

for General Cartwright? Thank you so much for all of the assistance!



I took a look at the questionnaire yesterday. After review, there

is some

additional information I need in order to produce the letter.

--On page 3, block 21(g) asks for additional details on contracts

that Gen

Cartwright may have been involved in. Because he stated he was a

member of

a source selection evaluation board or a chief of a financial

or

technical

evaluation team (Block 21(b), I will need to know which acquisitions

or

contracts on which he took some action. Especially important

is any

information on contract award decisions in which he was involved

where

Raytheon was awarded a contract in excess of \$10 million.

--Also on the bottom of page 3, while he currently is retired, the

questions

in Block 22 refer to the assignment from which he retired.

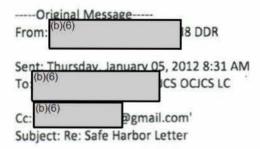
22(a)

should be

checked "yes" and 22(b) needs to be completed.

Please let me know if you have any questions.





Sir

Were you able to get this letter? Gen Cartwright needs it

for his

talks

with Raytheon to go any further. Please let me know if you

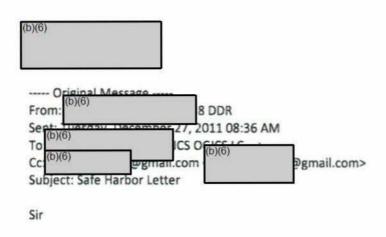
need anything

else or if you have any questions. Thank you and hope you had

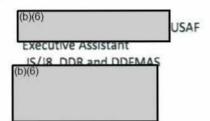
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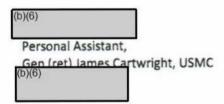
great

holiday!!



Per our discussion. Please let me know if you need anything else.





Personal Assistant,
(b)(6)

(b)(6)

(b)(6)

(b)(6)

Personal Assistant,

(b)(6) Gen (ret) James Cartwright, USMC



I took a look at the questionnaire yesterday. After review, there is some additional information I need in order to produce the letter.

--On page 3, block 21(g) asks for additional details on contracts that Gen Cartwright may have been involved in. Because he stated he was a member of a source selection evaluation board or a chief of a financial or technical evaluation team (Block 21(b), I will need to know which acquisitions or contracts on which he took some action. Especially important is any information on contract award decisions in which he was involved where Raytheon was awarded a contract in excess of \$10 million.

--Also on the bottom of page 3, while he currently is retired, the questions in Block 22 refer to the assignment from which he retired. 22(a) should be checked "yes" and 22(b) needs to be completed.

Please let me know if you have any questions.



From: (b)(6) 18 DDR

Sent: Thursday January US, 2012 8:31 AM

To (b)(6) JCS OCJCS LC

Cc: (b)(6) Pigmail.com'

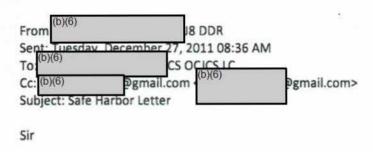
Subject: Re: Safe Harbor Letter

## Sir

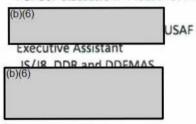
Were you able to get this letter? Gen Cartwright needs it for his talks with Raytheon to go any further. Please let me know if you need anything else or if you have any questions. Thank you and hope you had a great holiday!!

(b)(6)	

---- Original Message -----



Per our discussion. Please let me know if you need anything else.



# POST-GOVERNMENT EMPLOYMENT ADVICE OPINION REQUEST

REPORT CONTROL SYMBOL DD-GC(AR)2412 OMB No. 0704-0467 OMB approval expires Apr 30, 2013

The public reporting burden for this collection of information is estimated to average 90 minutes par response, including the time for reviewing instructions, searching evisting data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Department of Defense, Washington Headquarters Services, Executive Services Directorate, information Management Division, 1155 Defense Persistan, Washington, DC 20091-1155 (0704-0407), Respondants should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with

PLEASE DO NOT RETURN YOUR FORM TO THE ABOVE ORGANIZATION.

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## PRIVACY ACT STATEMENT

AUTHORITY: 41 U.S.C. 423; 10 U.S.C. 1701 note; 5 C.F.R. 2635.107, Joint Ethics Regulation.

PRINCIPAL PURPOSE(S): To enable ethics counselors to render ethics advice to military and civilian employees leaving Government service.

ROUTINE USE(S): None.

DISCLOSURE: Voluntary, however, failure to fully disclose information requested may result in receipt of incomplete advice or inability to provide written advice. This may result in a delay in being hired by a Department of Defense contractor or receipt of compensation from such contractor. Failure to comply may also result in the imposition of administrative penalties in accordance with section 27e of the Office of Federal Procurement Policy Act (41 U.S.C. 423(e)).

	SECTION I. CON	TACT INFORMATION	DN .		_
- <sup>Q</sup>					
<ol> <li>DOD AGENCY YOU WORKED OR A FOR (e.g., US Army, US Navy, etc.)</li> </ol>	ARE WORKING 2.2. FIRST	NAME	b. MIDDLE INITIAL	c. LAST NAME	
US Marine Corps	;	James	E.	Cartwright	
3. ADDRESS		741175	Aur.	Certwingin	_
a. STREET 1		b STREET 2			
(b)(6)		(b)(6)			
(b)(6)	d. ST (b)(6)	e. ZIPIPUSTAL CO (b)(6)	ODF	f. COUNTRY US	
4. TELEPHONE NUMBER 1000 de 4 ma	(b)(6)				
6. HOW DO YOU WANT TO RECEIVE	YOUR OPINION (X one)	X BY E-MAIL	BA	POSTAL MAIL	
	SECTION II - SEF	RVICE INFORMATIO	ON		
7. EMPLOYEE STATUS AT TIME OF S	SEPARATION OR TERMINAL/T	RANSITION LEAVE	X MI	LITARY CIVILIAN	i
8. DOD ORGANIZATION		9. DOD SUPERVI	SOR'S NAME		
Joint Sta	aff		Secretary	Robert Gates	
10. REASON FOR SEPARATION	1000				
X RETIREMENT RESIGN	NATION OTHER (Spec	olfy)			
11. SEPARATION/RETIREMENT DATA 09/01/20		12. TERMINAL/TR		AVE DATE (MMODOMM) 14/2011	
13. DO YOU PLAN TO WORK WHILE LEAVE? NO	ON TERMINALITRANSITION YES	14. FOR CIVILIAN U.S. ARMED F		DID YOU RETIRE FROM THE	
	SECTION III - PRIOR	R ETHICS INFORMA	ATION		
15. PRIOR ETHICS ADVICE					
HAVE YOU RECEIVED ANY ETHIC     PROSPECTIVE EMPLOYMENT?	OS ADVICE OR OPINION FROM NO PRIOR ADV			COUNSELOR CONCERNING Y OR ADVICE RECEIVED (Complete	
b. (1) ETHICS COUNSELOR'S NAME	(2) OFFICE	JCS Legal Office		(3) TELEPHONE NUMBER (b)(6)	1
		CS Legal Office			
16. FINANCIAL DISCLOSURE  a. IN THE LAST 2 YEARS, HAVE YOU	LEILED A EINANCIAL DIRECTOR	UDE DEDOCT?			
a. IN THE LAST 2 YEARS, HAVE YOU  NO YES, OGE FOR			st file a termination	report no later than 30 days after	
b. IF YES, POSITIONS FOR WHICH Y					
Vice Chairman, Joint Chiefs of Staff					
	2				

SECTION III - PRIOR ETHICS INFORMATION (Continued)
17. CONFLICT OF INTEREST
a. IN THE LAST 2 YEARS, HAVE YOU TAKEN ANY ACTION TO RESOLVE A POTENTIAL CONFLICT OF INTEREST, INCLUDING ISSUING A WRITTEN DISQUALIFICATION, CHANGING JOBS, HAD YOUR DUTIES CHANGED, OR TAKEN ANY OTHER ACTION TO RESOLVE A POTENTIAL CONFLICT OF INTEREST?  NO YES
b. IF YES, PROVIDE DETAILS:
18. ETHICS PLEDGE
a. HAVE YOU SIGNED THE ETHICS PLEDGE? NO X YES
b. IF YES, HAVE YOU RECEIVED A WAIVER OF THE RESTRICTIONS THAT APPLY UPON LEAVING THE GOVERNMENT?  X NO YES
c. IF YES, EXPLAIN THE EXTENT OF THE WAIVER:
d. IF NO, DO YOU ANTICIPATE WORK AS A LOBBYIST?  NO YES
19. LICENSED ATTORNEY: PLEASE INDICATE IF YOU ARE A LICENSED ATTORNEY, EVEN IF YOU ARE NOT EMPLOYED AS AN ATTORNEY BY DOD.  X NO , I AM NOT A LICENSED ATTORNEY  YES, I AM A LICENSED ATTORNEY
SECTION IV - DOD POSITION INFORMATION
20. POSITIONS HELD AND MAJOR DUTIES: IN WHAT AGENCIES OR ORGANIZATIONS HAVE YOU SERVED DURING YOUR LAST 2 YEARS OF DEPARTMENT OF DEFENSE SERVICE? (Provide dates (month and year). For each position, describe your job or briefly describe your major duties during the last 2 years, focusing on duties relating to defense contracts, any aspect of the acquisition process, such as requirements development, acting as program manager, deputy program manager or contracting officer, or otherwise involved in the contracting process. Identify names of projects, program, contractors and subcontractors.)
a. CURRENT/MOST RECENT POSITION
(1) ORGANIZATION OR AGENCY (2) JOB TITLE
Joint Staff Vice Chairman, Joint Chiefs of Staff
b. PRIOR POSITION 1
(1) ORGANIZATION OR AGENCY (2) JOB TITLE
(3) DESCRIPTION
c. PRIOR POSITION 2
(1) ORGANIZATION OR AGENCY (2) JOB TITLE
(3) DESCRIPTION
DD FORM 2945, APR 2010 Page 2 of 4 Page

SECTION IV - DOD POSITIO	ON INFORMATION (Continued)
20. POSITIONS HELD AND MAJOR DUTIES (Continued)	
d. PRIOR POSITION 3	
(1) ORGANIZATION OR AGENCY	(2) JOB TITLE
(3) DESCRIPTION	
(3) DESCRIPTION	
e. PRIOR POSITION 4	
(1) ORGANIZATION OR AGENCY	(2) JOB TITLE
(3) DESCRIPTION	
21. WITHIN THE LAST TWO YEARS, HAVE YOU SERVED IN ANY OF T FOLLOWING ACTIONS REGARDING AN ACQUISITION OR CONTR	
a. CONTRACTING OFFICER OR SOURCE SELECTION AUTHORITY?    X   NO	CACT IN EXCESS OF \$10 MILLION?
b. A MEMBER OF A SOURCE SELECTION EVALUATION BOARD, OR	A CHIEF OF A FINANCIAL OR TECHNICAL EVALUATION TEAM?
NO X YES (if Yes, summarize your duties/responsibilities Vice Chairman, Joint Chiefs of Staff	es:)
c. PROGRAM MANAGER, DEPUTY PROGRAM MANAGER, OR ADMIN    X   NO	
d APPROVAL OF A CONTRACT, SUBCONTRACT, MODIFICATION,	e. ESTABLISHING OVERHEAD II. APPROVAL OF A CONTRACT
TASK ORDER OR DELIVERY ORDER, OR PAYMENT OF A CONTRACT CLAIM?	OR OTHER RATES? PAYMENT?
X NO YES	X NO YES X NO YES
(List contract number(s), title(s) and date(s) of lest action)	FY THE CONTRACT(S) IN WHICH YOU PERFORMED THAT FUNCTION
22.a. DO YOU HOLD A POSITION IN THE EXECUTIVE SERVICE, SENIOR EXECUTIVE SERVICE OR A GENERAL OR FLAG	DID YOU PARTICIPATE IN AN ACQUISITION WITH A VALUE IN EXCESS OF \$10 MILLION?
POSITION (Grade O7 and above - not frocked)?  X NO YES	NO YES
DD FORM 2945, APR 2010	Page 3 of 4 Pages

SECTION V - PROSPECTIVE EMPLOYER INFORMATION	
23. POSITIONS SOUGHT: WITH WHOM ARE YOU SEEKING EMPLOYMENT? Raytheon Company	
24. ACTIONS TAKEN: WHAT ACTIONS HAVE YOU TAKEN CONCERNING YOUR FUTURE EMPLOYMENT?	
Initial contact on potential opportunities	#
25. FUTURE JOB TITLE a. JOB TITLE	
b. JOB DESCRIPTION (Include information on how this may relate to your Government duties.)	
26. START DATE: WHEN DO YOU PLAN TO START YOUR NEW EMPLOYMENT? (MM/DD/YYYY)	
27. ADDITIONAL COMMENTS	
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X	
I certify that the information provided on this form is true and accurate to the best of my knowledge.  28. PRINTED FULL NAME  29. SIGNATURE	30. DATE SIGNED
	22 Dec 2011
James E. Cardwright / E (all)	
DD FORM 2945, APR 2010	Page 4 of 4 Pages

(b)(6)USARMY JS OCJCS (US) (b)(6)8 DDR From: Sent: 2011 8:36 AM (b)(6) CS OCJCS LC To: (b)(6)Cc: wgmaii.com Subject: 20111227083101292.pdf Attachments: Follow up Follow Up Flag: Flagged Flag Status: Sir Per our discussion. Please let me know if you need anything else. (b)(6)USAF **Executive Assistant** 

# POST-GOVERNMENT EMPLOYMENT ADVICE OPINION REQUEST

REPORT CONTROL SYMBOL DD-GC(AR)2412

OMB No. 0704-0467 OMB approval expires Apr 30, 2013

The public reporting burden for this collection of information is estimated to average 90 minutes par response, including the time for reviewing instructions, searching extending the collection of information. Send comments regarding this burden estimate or any other aspect or this collection of information, including suggestions for inducting the burden, to the Department of Determine, Washington Headquarters Services, Executive Services Directories, Information Management Deteion, 1155 Defense Persagon, Washington, DC 20001-1156 (0704-0457). Respondants should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with

PLEASE DO NOT RETURN YOUR FORM TO THE ABOVE ORGANIZATION.

## PRIVACY ACT STATEMENT

AUTHORITY: 41 U.S.C. 423; 10 U.S.C. 1701 note; 5 C.F.R. 2635.107, Joint Ethics Regulation.

PRINCIPAL PURPOSE(S): To enable ethics counselors to render ethics advice to military and civilian employees leaving Government service.

ROUTINE USE(S): None.

DISCLOSURE: Voluntary; however, failure to fully disclose information requested may result in receipt of incomplete advice or inability to provide

14	SECTION I - CON	TACT INFORMA	TION	
1. DOD AGENCY YOU WORKED OR ARE W FOR (e.g., US Army, US Navy, etc.)	ORKING 2.a. FIRST	NAME		LAST NAME
US Marine Corps		James	INITIAL	C-+
3. ADDRESS		James	E.	Cartwright
STORET 1 b)(6)		Lb. STREET 2		
b)(6)		(b)(6)		
(b)(6)	d. STA (b)(6)	e. ZIP/POSTAL (b)(6		COUNTRY
4. TELEPHONE NUMBER records (res Code)	(b)(6)			
S. HOW DO YOU WANT TO RECEIVE YOUR	OPINION (X one)	X BY E-MAIL	BYPO	OSTAL MAIL
	SECTION II - SER	VICE INFORMA	TION	
7. EMPLOYEE STATUS AT TIME OF SEPAR	ATION OR TERMINAL OF	AND TOUT FAVE	X MILIT	ARY CIVILIAN
	ATION OR TERMINAL IT			CIVILIAN
8. DOD ORGANIZATION		9. DOD SUPER	VISOR'S NAME	
Joint Staff	151		Secretary Ro	bert Gates
10. REASON FOR SEPARATION  RETIREMENT RESIGNATION	N OTHER (Spec	ify)		
A APPLICATION OF THE PROPERTY PARTY AND ADDRESS OF THE PARTY AND ADDRES		145 TERMINAL	TRANSITION LEAVE	
	ממיייום	IZ. IEMBINAL		
09/01/2011	teronical.		08/04/2	
09/01/2011	teronical.	14. FOR CIVILI	08/04/2	011
09/01/2011  3. DO YOU PLAN TO WORK WHILE ON TE	RMINALTRANSITION	14. FOR CIVILI U.S. ARME	08/04/2 AN EMPLOYEES: DI D FORCES?	011 D YOU RETIRE FROM THE
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SECTION III - PRIOR ETHIC	S INFORMATION (Continued)
17. CONFLICT OF INTEREST	
a. IN THE LAST 2 YEARS, HAVE YOU TAKEN ANY ACTION TO RESOLD A WRITTEN DISQUALIFICATION, CHANGING JOBS, HAD YOUR DUPOTENTIAL CONFLICT OF INTEREST?	VE A POTENTIAL CONFLICT OF INTEREST, INCLUDING ISSUING TIES CHANGED, OR TAKEN ANY OTHER ACTION TO RESOLVE A  YES
b. IF YES, PROVIDE DETAILS:	
18. ETHICS PLEDGE	
a. HAVE YOU SIGNED THE ETHICS PLEDGE? NO	X YES
b. IF YES, HAVE YOU RECEIVED A WAIVER OF THE RESTRICTIONS YES	THAT APPLY UPON LEAVING THE GOVERNMENT?
c. IF YES, EXPLAIN THE EXTENT OF THE WAIVER:	
d. IF NO, DO YOU ANTICIPATE WORK AS A LOBBYIST?  NO YES	
LICENSED ATTORNEY: PLEASE INDICATE IF YOU ARE A LICENS ATTORNEY BY DOD.      NO , I AM NOT A LICENSED ATTORNEY YES, I AM A L.	ED ATTORNEY, EVEN IF YOU ARE NOT EMPLOYED AS AN ICENSED ATTORNEY
SECTION IV - DOD PO	SITION INFORMATION
20. POSITIONS HELD AND MAJOR DUTIES: IN WHAT AGENCIES OR OF DEPARTMENT OF DEFENSE SERVICE? (Provide dates (month and during the last 2 years, focusing on dufies relating to defense contracts, eny aspe program manager, deputy program manager or contracting officer, or otherwise in and subcontractors.)	year! For each position, describe your job or briefly describe your major duties
a. CURRENT/MOST RECENT POSITION	A TAR THE
(1) ORGANIZATION OR AGENCY	(2) JOB TITLE
Joint Staff (3) DESCRIPTION	Vice Chairman, Joint Chiefs of Staff
b. PRIOR POSITION 1 (1) ORGANIZATION OR AGENCY	(2) JOB TITLE
(v) once the control of the control	
(3) DESCRIPTION	
c. PRIOR POSITION 2	
(1) ORGANIZATION OR AGENCY	(2) JOB TITLE
(3) DESCRIPTION	

SECTION IV - DOD POSITIO	ON INFORMATION (Continued)
20. POSITIONS HELD AND MAJOR DUTIES (Confinued)	
d. PRIOR POSITION 3	
(1) ORGANIZATION OR AGENCY	(2) JOB TITLE
(3) DESCRIPTION	
e. PRIOR POSITION 4	
(1) ORGANIZATION OR AGENCY	(2) JOB TITLE
(3) DESCRIPTION	
21. WITHIN THE LAST TWO YEARS, HAVE YOU SERVED IN ANY OF T FOLLOWING ACTIONS REGARDING AN ACQUISITION OR CONTR	
a. CONTRACTING OFFICER OR SOURCE SELECTION AUTHORITY?	OUT IN EXCESS OF \$10 MILLION?
b. A MEMBER OF A SOURCE SELECTION EVALUATION BOARD, OR.  NO X YES (If Yes, summarize your duties/responsibilitie)  Vice Chairman, Joint Chiefs of Staff	
c. PROGRAM MANAGER, DEPUTY PROGRAM MANAGER, OR ADMIN  YES (If Yes, summarize your duffee/responsibilities)	
	The second secon
d. APPROVAL OF A CONTRACT, SUBCONTRACT, MODIFICATION, TASK ORDER OR DELIVERY ORDER, OR PAYMENT OF A CONTRACT CLAIM?	e. ESTABLISHING OVERHEAD APPROVAL OF A CONTRACT PAYMENT?
X NO YES	X NO YES X NO YES
g. IF YOU ANSWERED "YES" TO ANY OFTHESE QUESTIONS, IDENTI- (List contract number(s), little(s) and date(s) of last action)	FY THE CONTRACT(S) IN WHICH YOU PERFORMED THAT FUNCTION
22.a. DO YOU HOLD A POSITION IN THE EXECUTIVE SERVICE.	b. DID YOU PARTICIPATE IN AN ACQUISITION WITH A VALUE IN
SENIOR EXECUTIVE SERVICE OR A GENERAL OR FLAG POSITION (Grade O7 and above - not trocked)?	EXCESS OF \$10 MILLION?
X NO YES	NO YES

DD FORM 2945, APR 2010

Page 3 of 4 Pages

SECTION V - PROSPECTIVE EMPLOYER INFORMATION	
23. POSITIONS SOUGHT: WITH WHOM ARE YOU SEEKING EMPLOYMENT? Raytheon Company	
Ray dieon Company	
24. ACTIONS TAKEN: WHAT ACTIONS HAVE YOU TAKEN CONCERNING YOUR FUTURE EMPLOYMENT?	
Initial contact on potential opportunities	
25. FUTURE JOB TITLE	
a. JOB TITLE	
<ul> <li>JOB DESCRIPTION (Include information on how this may relate to your Government duties.)</li> </ul>	
26. START DATE: WHEN DO YOU PLAN TO START YOUR NEW EMPLOYMENT? (MM/DD/YYYY)	
27. ADDITIONAL COMMENTS	
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8.5	
	1
1 certify that the information provided on this form is true and accurate to the best of my knowledge.  28. PRINTED FULL NAME  29. SIGNATURE	
	30. DATE SIGNED
James E. Carlwright / Laly	22 Dec 2011
DD FORM 2945, APR 2010	Page 4 of 4 Pages

(b)(6)	SARMY JS OCJ	CS (US)		
From: Sent: To: Subject: Attachments:	(b)(6) Friday Janua (b)(6) (b)(6)	ICS OCJCS CAG arv 06, 2012 7:17 PM ICS OCJCS LC		
Here you go sir.				
(b)(6)				
(b)(6) OCJCS/CAG	JSAF			
(b)(6)		ð		



# THE JOINT STAFF OFFICE OF LEGAL COUNSEL PENTAGON, ROOM 2D838 WASHINGTON, DC

6 January 2012

General (ret.) Jame	s E. Cartwright	
(5)(6)		

Dear General (ret.) Cartwright,

This letter responds to your request for advice regarding the impact of post-Government employment restrictions on employment with Raytheon Company ("Raytheon").

BACKGROUND. You retired from the United States Marine Corps as a General on 1 September 2011. During your past two years of service, you were the Vice Chairman of the Joint Chiefs of Staff. You were the second ranking member in the United States Armed Forces and replaced the Chairman of the Joint Chiefs of Staff during periods of absence or disability.

PROSPECTIVE EMPLOYMENT, You are currently seeking employment with Raytheon. As you have only made initial contact on potential opportunities within Raytheon, your specific job description and responsibilities are undefined.

PROCUREMENT INTEGRITY LAW. You advised that within the last two years, you did not have any decision-making responsibilities, nor did you take any other action, in connection with a contract valued over \$10,000,000. Based on this information, I have determined that 41 U.S.C. § 2103 does not require any additional notices with respect to your employment contacts with any defense contractor. In addition, the procurement integrity law does not restrict you from receiving compensation from any potential client listed above. However, the procurement integrity law does apply to you to the extent that you have had access to any source selection or contractor bid or proposal information. You are required to protect that information. In addition, 18 U.S.C. §§ 793, 794 and 1905 protect and prohibit the use or disclosure of trade secrets, confidential business information, and classified information. Finally, you have a continuing obligation to the Government not to disclose or misuse any other information that you acquired as part of your official duties and which is not generally available to the public.

REPRESENTATIONAL BANS. 18 U.S.C. § 207, a criminal statute, restricts representational activities. It prevents an individual who participated in, or was responsible for, a particular matter while employed by the Government from later "switching sides" and representing someone else in the <u>same matter</u>. These restrictions are further explained below.

a. Section 207(a)(1) imposes a lifetime bar that prohibits you from knowingly making, with the intent to influence, any communication to or even an appearance before an employee of the United States on behalf of someone else in connection with a particular matter

involving a specific party in which you <u>participated personally and substantially</u> as a Government officer and in which the United States has a direct and substantial interest. This does not prohibit "behind-the-scenes" assistance.

"Lifetime" refers to the lifetime of the particular matter.

"Particular matter" includes any proceeding, application, contract, controversy, investigation, accusation, arrest, or other matter that involves a specific party.

"Participate personally and substantially" means to participate directly and significantly by decision, approval, disapproval, recommendation, advice, or investigation. Personal participation includes the participation of a subordinate when actually directed by you.

- b. Section 207(a)(2) is nearly identical to the above lifetime restriction except that it (1) lasts for only two years after leaving Government service, and (2) applies only to those matters in which you did not participate personally and substantially, but which were pending under your official responsibility during the one-year period before terminating Government employment. "Official responsibility" is defined as direct administrative or operating authority to approve, disapprove, or otherwise direct government action.
- c. Based on the information you provided, it is my opinion that the restrictions of Sections 207(a)(1) and (a)(2) do not apply to you because you did not participate "personally and substantially" in any particular matter affecting the interests of Raytheon, nor were such matters pending under your official responsibility during the one-year period prior to you leaving federal service.
- d. These determinations are fact-specific. Thus, if you seek employment with a different contractor, I recommend that you request a revised ethics opinion to determine if your circumstances have changed.

ONE-YEAR COOLING OFF PERIOD. 18 U.S.C. § 207(c)(1) prohibits any flag officer for one year after retirement from contacting any officer or employee of the "agency" in which he served within one year of leaving his senior position with the intent to influence any official matter. "Agency" does not mean all of DoD. "Agency" in your case includes the Office of the Secretary of Defense, the Department of the Navy, the Joint Staff, and the Combatant Commands. It does not include the Department of the Army, the Department of the Air Force, DISA, DIA, DIA, NGA, NRO, DTRA, and NSA, as well as other U.S. Government agencies.

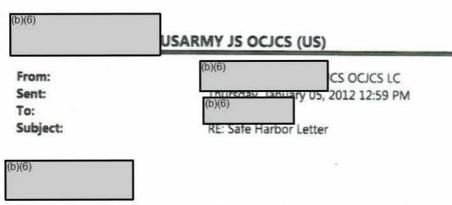
FOREIGN GOVERNMENT EMPLOYMENT. Because you are a flag officer, 18 U.S.C. § 207(f) prohibits you for one year after your retirement from representing, aiding, or advising a foreign government or political entity (but not a non-government corporation) to influence a decision of any officer, employee or agency of the United States. The Emoluments Clause of the Constitution further prohibits you from being employed by a foreign government

without the consent of Congress. Should you desire to seek the consent of Congress, 37 U.S.C. § 908 allows for approval through your Service Secretary.

As a final point, my opinion as an agency ethics official concerning 18 U.S.C. § 207 does not have the same weight as an opinion authorized by statute, such procurement integrity laws (41 U.S.C. § 2103-4). The Standards of Ethical Conduct for Employees of the Executive Branch makes it clear that, although my opinion should be persuasive concerning statutes like 18 U.S.C. § 207, my opinion on this statute does not bind the Department of Justice.

I hope this information is helpful to you. This letter, issued under the authority of 5 C.F.R. §§ 2635.107 and 602(a)(2), is an advisory opinion of an agency ethics official based on the information that you provided.

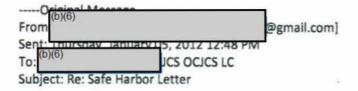
Sincerely (b)(6)		
Deputy Legal Co	insel	



Feel free to give them my contact information. I'll be glad to speak with them.

Thank you for the updated information and clarification. I'll work on preparing the advice letter for Gen Cartwright. I'll do my best to have it complete before the weekend.

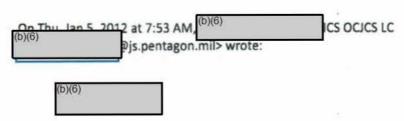




Sir

Spoke with General Cartwright and he said the block was marked incorrectly as he has not been on a source selection board or financial/technical evaluation team. In addition, he has not been a part of any acquisition (Raytheon or otherwise) in excess of \$10M.

I fixed the appropriate blocks on page three and attached is updated form. In addition, Raytheon is asking permission to talk with legal office (I assume you) if they have any in-depth ethics questions concerning General Cartwright's employment. Would it be OK if I gave them you as the contact for General Cartwright? Thank you so much for all of the assistance!



I took a look at the questionnaire yesterday. After review, there is some

additional information I need in order to produce the letter.

--On page 3, block 21(g) asks for additional details on contracts that Gen

Cartwright may have been involved in. Because he stated he was a member of

a source selection evaluation board or a chief of a financial or technical

evaluation team (Block 21(b), I will need to know which acquisitions

contracts on which he took some action. Especially important is any information on contract award decisions in which he was involved where

Raytheon was awarded a contract in excess of \$10 million.

-- Also on the bottom of page 3, while he currently is retired, the questions

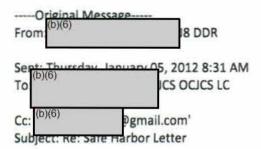
in Block 22 refer to the assignment from which he retired. 22(a) should be

checked "yes" and 22(b) needs to be completed.

Please let me know if you have any questions.



or



Sir

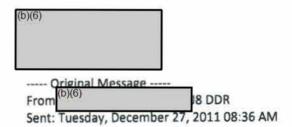
talks

Were you able to get this letter? Gen Cartwright needs it for his

with Raytheon to go any further. Please let me know if you need anything

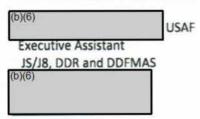
else or if you have any questions. Thank you and hope you had a great

holiday!!



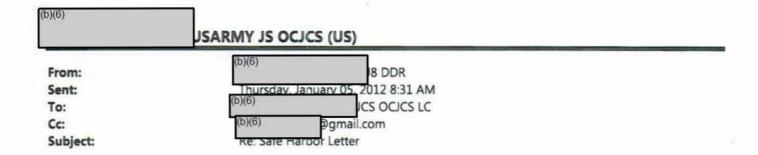


Per our discussion. Please let me know if you need anything else.



(b)(6)

Personal Assistant, Gen (ret) James Cartwright, USMC (b)(6)

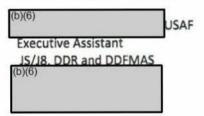


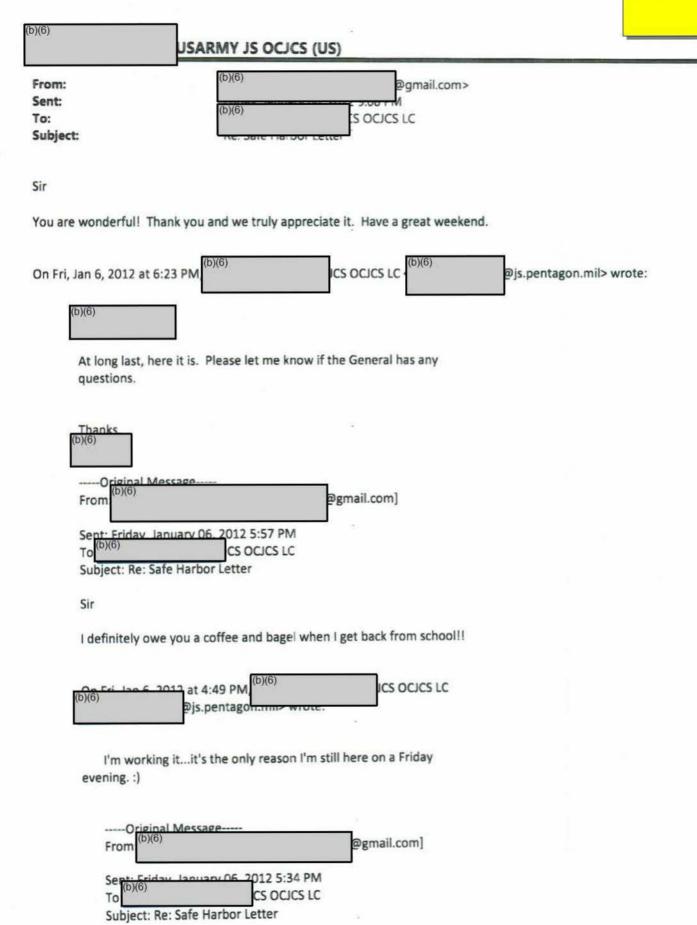
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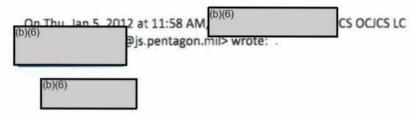
I hate to bother you but have you been able to take a look at this? Raytheon is hoping to close everything out early next week to be in time for

their Board Meeting they want General Cartwright to attend. I know you have

a ton of work going on but if there is anything I can do, please let me

know.

Thank you!



Feel free to give them my contact information. I'll be glad

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speak with

them.

Thank you for the updated information and clarification.

I'll work

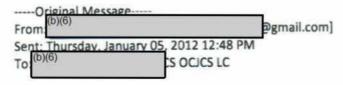
on

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Subject: Re: Safe Harbor Letter

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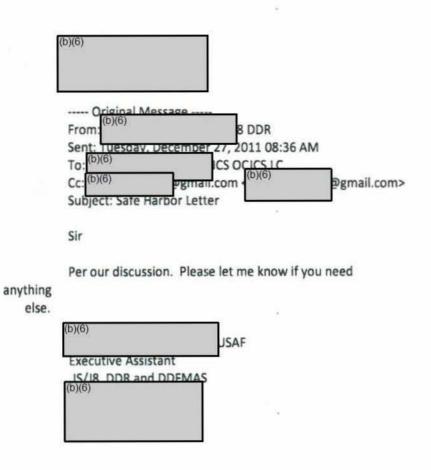
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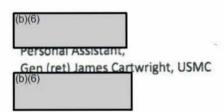
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    22(a)
       should be
           checked "yes" and 22(b) needs to be completed.
           Please let me know if you have any questions.
            Thanks
           From
                                         8 DDR
           Sent: Thursday, January 05, 2012 8:31 AM
           To
                                      CS OCJCS LC
           Cc
                              @gmail.com
                              arbor Letter
           Sir
           Were you able to get this letter? Gen Cartwright
needs it
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           with Raytheon to go any further. Please let me know if
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   need
       anything
           else or if you have any questions. Thank you and hope
you had
   a
       great
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holiday!!





Personal Assistant,

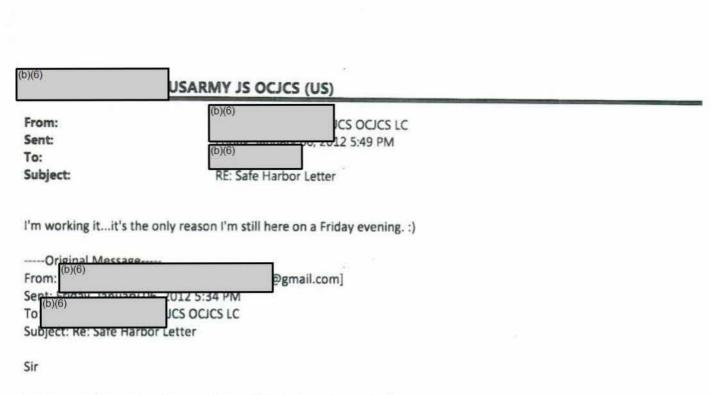
Gen (ret) lames Cartwright, USMC
(b)(6)

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Gen (ret) (b)(6)	twright, USMC

(b)(6)

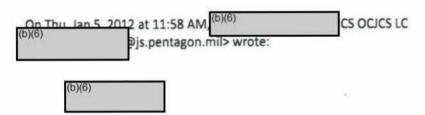
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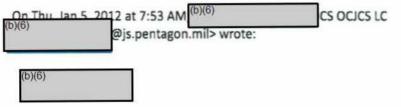
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3

Subject: Safe Harbor Letter

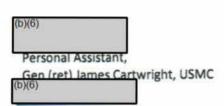
Sir

Per our discussion. Please let me know if you need anything else.

(b)(6)

ISAF

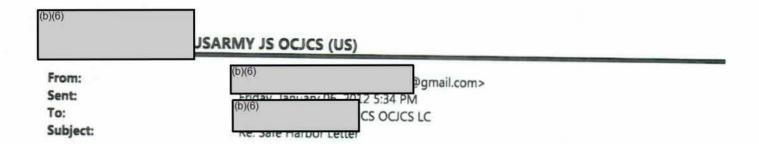
ISAIB DDR and DDFMAS
(b)(6)



Personal Assistant,
(b)(6)

(b)(6)

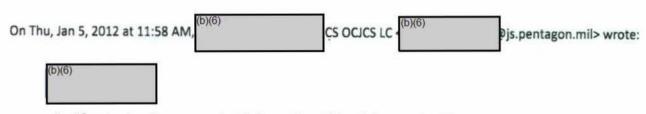
(c)(6)



Sir

I hate to bother you but have you been able to take a look at this? Raytheon is hoping to close everything out early next week to be in time for their Board Meeting they want General Cartwright to attend. I know you have a ton of work going on but if there is anything I can do, please let me know.

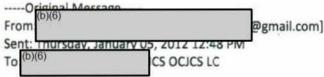
Thank you!



Feel free to give them my contact information. I'll be glad to speak with them.

Thank you for the updated information and clarification. I'll work on preparing the advice letter for Gen Cartwright. I'll do my best to have it complete before the weekend.





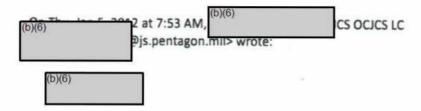
Subject: Re: Safe Harbor Letter

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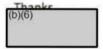
Raytheon was awarded a contract in excess of \$10 million.

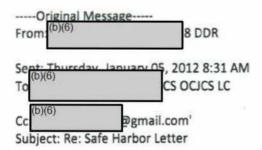
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with Raytheon to go any further. Please let me know if you need anything

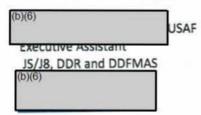
else or if you have any questions. Thank you and hope you had a great

holiday!!

(b)(6)		
Original Messag From: (b)(6)	8 DDR	
	mber 27, 2011 08:36 A	M
Cc: (b)(6) Subject: Safe Harbor	gmail.con <sup>(b)(6)</sup> Letter	⊉gmail.com>

Sir

Per our discussion. Please let me know if you need anything else.

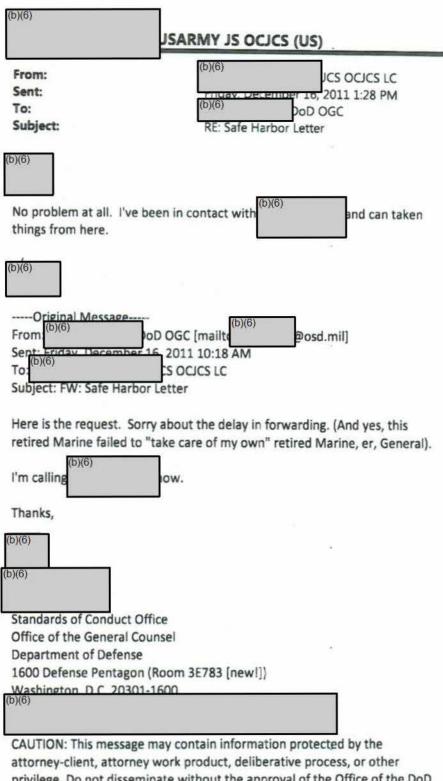


Perso	nal Ass	istan	t.	_	
	ret) Jar			ight,	USM

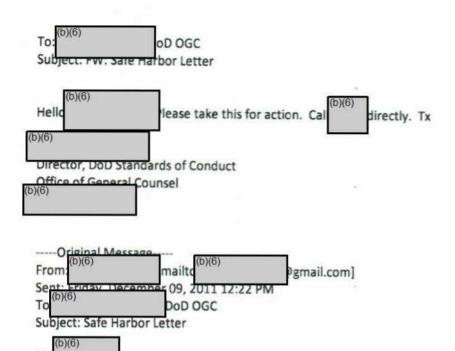
(b)(6)

Personal Ass	istant,
Gen (ret) Jan	nes Cartwright, USMC
(b)(6)	• • • • • • • • • • • • • • • • • • • •

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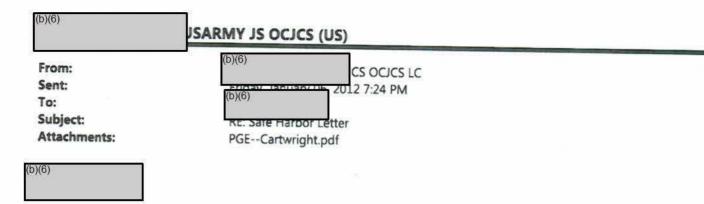


privilege. Do not disseminate without the approval of the Office of the DoD General Counsel.

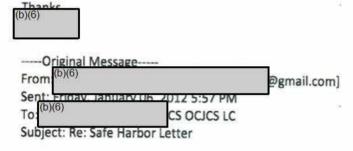


General (retired) James Cartwright is looking to do contract work with Raytheon as an advisor. They have asked for a copy of his Safe Harbor Letter and written guidance from DoD on post-retirement restrictions. I have a copy of a restrictions package given to General Cartwright prior to his retirement however, I am not sure what a Safe Harbor letter is or who I would get that from. I have been advised to contact you as an individual who may be able to help me out or point me in the right direction. Can you provide me with assistance? Any help is greatly appreciated. Have a wonderful Friday!

Personal Assistant,
Gen (ret) lames Cartwright, USMC

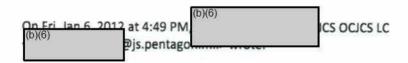


At long last, here it is. Please let me know if the General has any questions.

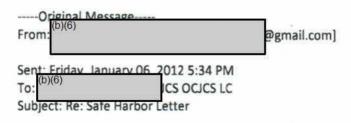


Sir

I definitely owe you a coffee and bagel when I get back from school!!



I'm working it...it's the only reason I'm still here on a Friday evening. :)



Sir

I hate to bother you but have you been able to take a look at this? Raytheon is hoping to close everything out early next week to be in time for

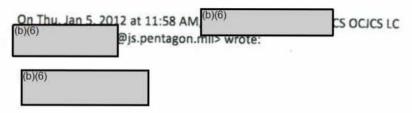
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Thank you!



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Thank you for the updated information and clarification.

I'll work

on

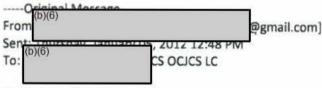
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Subject: Re: Safe Harbor Letter

Sir

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                                    gmail.com
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                holiday!!
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                                              8 DDR
                From
                                              2011 08:36 AM
                Ser
                To
                                          ICS Q
                    (b)(6)
                                                               @gmail.com>
                                    gmail.com
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Subject: Safe Harbor Letter

Sir

Per our discussion. Please let me know if you need anything else.

(b)(6)

Executive Assistant
(c)(8)

(b)(6)

USAF

(b)(6)

Personal Assistant,

Gen (ret) James Cartwright, USMC
(b)(6)

(b)(6)

Personal Assistant,

Gen (ret) James Cartwright, USMC
(b)(6)

(b)(6)

Personal Assistant,

Gen (ret) lames Cartwright, USMC
(b)(6)

No Content	



## THE JOINT STAFF OFFICE OF LEGAL COUNSEL PENTAGON, ROOM 2D938 WASHINGTON, DC

6 January 2012

General	(ret.)	James	F	Cartwright	
b)(6)					

Dear General (ret.) Cartwright,

This letter responds to your request for advice regarding the impact of post-Government employment restrictions on employment with Raytheon Company ("Raytheon").

BACKGROUND. You retired from the United States Marine Corps as a General on 1 September 2011. During your past two years of service, you were the Vice Chairman of the Joint Chiefs of Staff. You were the second ranking member in the United States Armed Forces and replaced the Chairman of the Joint Chiefs of Staff during periods of absence or disability.

**PROSPECTIVE EMPLOYMENT.** You are currently seeking employment with Raytheon. As you have only made initial contact on potential opportunities within Raytheon, your specific job description and responsibilities are undefined.

PROCUREMENT INTEGRITY LAW. You advised that within the last two years, you did not have any decision-making responsibilities, nor did you take any other action, in connection with a contract valued over \$10,000,000. Based on this information, I have determined that 41 U.S.C. § 2103 does not require any additional notices with respect to your employment contacts with any defense contractor. In addition, the procurement integrity law does not restrict you from receiving compensation from any potential client listed above. However, the procurement integrity law does apply to you to the extent that you have had access to any source selection or contractor bid or proposal information. You are required to protect that information. In addition, 18 U.S.C. §§ 793, 794 and 1905 protect and prohibit the use or disclosure of trade secrets, confidential business information, and classified information. Finally, you have a continuing obligation to the Government not to disclose or misuse any other information that you acquired as part of your official duties and which is not generally available to the public.

REPRESENTATIONAL BANS. 18 U.S.C. § 207, a criminal statute, restricts representational activities. It prevents an individual who participated in, or was responsible for, a particular matter while employed by the Government from later "switching sides" and representing someone else in the same matter. These restrictions are further explained below.

a. Section 207(a)(1) imposes a lifetime bar that prohibits you from knowingly making, with the intent to influence, any communication to or even an appearance before an employee of the United States on behalf of someone else in connection with a particular matter

involving a specific party in which you <u>participated personally and substantially</u> as a Government officer and in which the United States has a direct and substantial interest. This does not prohibit "behind-the-scenes" assistance.

"Lifetime" refers to the lifetime of the particular matter.

"Particular matter" includes any proceeding, application, contract, controversy, investigation, accusation, arrest, or other matter that involves a specific party.

"Participate personally and substantially" means to participate directly and significantly by decision, approval, disapproval, recommendation, advice, or investigation. Personal participation includes the participation of a subordinate when actually directed by you.

- b. Section 207(a)(2) is nearly identical to the above lifetime restriction except that it (1) lasts for only two years after leaving Government service, and (2) applies only to those matters in which you did not participate personally and substantially, but which were pending under your official responsibility during the one-year period before terminating Government employment. "Official responsibility" is defined as direct administrative or operating authority to approve, disapprove, or otherwise direct government action.
- c. Based on the information you provided, it is my opinion that the restrictions of Sections 207(a)(1) and (a)(2) do not apply to you because you did not participate "personally and substantially" in any particular matter affecting the interests of Raytheon, nor were such matters pending under your official responsibility during the one-year period prior to you leaving federal service.
- d. These determinations are fact-specific. Thus, if you seek employment with a different contractor, I recommend that you request a revised ethics opinion to determine if your circumstances have changed.

ONE-YEAR COOLING OFF PERIOD. 18 U.S.C. § 207(c)(1) prohibits any flag officer for one year after retirement from contacting any officer or employee of the "agency" in which he served within one year of leaving his senior position with the intent to influence any official matter. "Agency" does not mean all of DoD. "Agency" in your case includes the Office of the Secretary of Defense, the Department of the Navy, the Joint Staff, and the Combatant Commands. It does not include the Department of the Army, the Department of the Air Force, DISA, DIA, DLA, NGA, NRO, DTRA, and NSA, as well as other U.S. Government agencies.

FOREIGN GOVERNMENT EMPLOYMENT. Because you are a flag officer, 18 U.S.C. § 207(f) prohibits you for one year after your retirement from representing, aiding, or advising a foreign government or political entity (but not a non-government corporation) to influence a decision of any officer, employee or agency of the United States. The Emoluments Clause of the Constitution further prohibits you from being employed by a foreign government

without the consent of Congress. Should you desire to seek the consent of Congress, 37 U.S.C. § 908 allows for approval through your Service Secretary.

As a final point, my opinion as an agency ethics official concerning 18 U.S.C. § 207 does not have the same weight as an opinion authorized by statute, such procurement integrity laws (41 U.S.C. § 2103-4). The Standards of Ethical Conduct for Employees of the Executive Branch makes it clear that, although my opinion should be persuasive concerning statutes like 18 U.S.C. § 207, my opinion on this statute does not bind the Department of Justice.

I hope this information is helpful to you. This letter, issued under the authority of 5 C.F.R. §§ 2635.107 and 602(a)(2), is an advisory opinion of an agency ethics official based on the information that you provided.

Sincerely.	.77
(b)(6)	
Deputy Legal Counsel	

(b)(6)	USARMY JS OCJCS (US)
From:	(b)(6) Pgmail.com>
Sent:	Thursday, January 15, 2012, 12:48 PM
To:	(b)(6) JCS OCJCS LC
Subject:	Re: Safe Harbor Letter
Attachments:	DD2945 Signed.pdf
Follow Up Flag:	Follow up
Flag Status:	Flagged

Sir

Spoke with General Cartwright and he said the block was marked incorrectly as he has not been on a source selection board or financial/technical evaluation team. In addition, he has not been a part of any acquisition (Raytheon or otherwise) in excess of \$10M.

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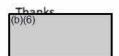
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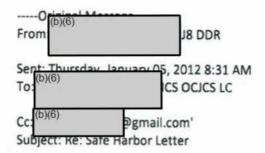
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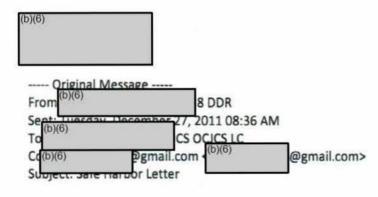
Please let me know if you have any questions.





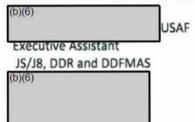
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Per our discussion. Please let me know if you need anything else.



(b)(6)

Personal Assistant,

Gen (ret) James Cartwright, USMC
(b)(6)

## POST-GOVERNMENT EMPLOYMENT ADVICE OPINION REQUEST

REPORT CONTROL SYMBOL DD-GC(AR)2412 OMB No. 0704-0467 OMB approval expires Apr 30, 2013

The public reporting burden for this collection of information is estimated to everage 90 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and evidewing the collection of information. Sand comments regarding this outlen estimate or any other supect of this collection of information, including supersections, to the Department of Defense, Washington Headquarters Services, Executive Services Discretorate, information Management Division, 1155 Defense Pertugon, Washington, DC 2003/1-1155 (0704-0467). Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with

## PLEASE DO NOT RETURN YOUR FORM TO THE ABOVE ORGANIZATION.

## PRIVACY ACT STATEMENT

AUTHORITY: 41 U.S.C. 423; 10 U.S.C. 1701 note; 5 C.F.R. 2635.107, Joint Ethics Regulation.

PRINCIPAL PURPOSE(S): To enable ethics counselors to render ethics advice to military and civilian employees leaving Government service.

ROUTINE USE(S): None.

DISCLOSURE: Voluntary, however, failure to fully disclose information requested may result in receipt of incomplete advice or inability to provide written advice. This may result in a delay in being hired by a Department of Defense contractor or receipt of compensation from such contractor. Failure to comply may also result in the imposition of administrative penalties in accordance with section 27e of the Office of Federal Procurement Policy Act (41 U.S.C. 423(e)).

	SECT	ION I - CONTA	CT INFORMAT	ION	
DOD AGENCY YOU WORKED O FOR (e.g., US Army, US Navy, etc.) US Marine Cor		2.a. FIRST NAM	ME mes	b. MIDDLE INITIAL	c. LAST NAME
ADDRESS	ps	Ja	ines	E.	Cartwright
STREET 1		- 1	STREET 2		
)(6)		1	(b)(6)		
(b)(6)	d. STA	(b)(6)	e. ZIP/POS(b)(6	)	f. COUNTRY US
TELEPHONE NUMBER (Include 4)	rea Code) 5. E-M/ (b)(6)	AIL ADDRESS			
HOW DO YOU WANT TO RECE	VE YOUR OPINION (	X one)	X BY E-MAIL	B	Y POSTAL MAIL
	SECT	TION II - SERVI	CE INFORMAT	ION	
EMPLOYEE STATUS AT TIME C	F SEPARATION OR	TERMINAL/TRAN	ISITION LEAVE	XN	ILITARY CIVILIAN
DOD ORGANIZATION			9. DOD SUPERV	ISOR'S NAME	Man of Attacks
Joint	Staff			Secretar	y Robert Gates
REASON FOR SEPARATION  RETIREMENT RES	IGNATION	OTHER (Specify)			
. SEPARATION/RETIREMENT D 09/01			12. TERMINAL		EAVE DATE (MM/DD/YYY) 04/2011
LEAVE?	IE ON TERMINALITE	CONTRACTOR CONTRACTOR	14. FOR CIVILIA U.S. ARMED		S: DID YOU RETIRE FROM THE NO YES
	SECTIO	N III - PRIOR E	THICS INFORM	IATION	
. PRIOR ETHICS ADVICE		***************************************			
PROSPECTIVE EMPLOYMENT	~	PINION FROM AN O PRIOR ADVICE			S COUNSELOR CONCERNING YOU FOR ADVICE RECEIVED (Complete b.)
). (1) ETHICS COUNSELOR'S NA	ME (2) OFF		Legal Office		(3) TEL EDHONE MIMPED (b)(6)
3. FINANCIAL DISCLOSURE					* - L
NO YES, OGE F	ORM 450 X Y	ES. SF 278 (If you		nust file a terminati	on report no later than 30 days after
	20	paretion.)			

SECTION	III - PRIOR ETHIC	S INFORMATION (Continued)
17. CONFLICT OF INTEREST		to a state of the
a. IN THE LAST 2 YEARS, HAVE YOU TAKEN AN A WRITTEN DISQUALIFICATION, CHANGING POTENTIAL CONFLICT OF INTEREST?	Y ACTION TO RESOLUTION TO RESO	VE A POTENTIAL CONFLICT OF INTEREST, INCLUDING ISSUING TIES CHANGED, OR TAKEN ANY OTHER ACTION TO RESOLVE A YES
b IF YES, PROVIDE DETAILS:		
18. ETHICS PLEDGE	-	
		Vive
<ul><li>a. HAVE YOU SIGNED THE ETHICS PLEDGE?</li><li>b. IF YES, HAVE YOU RECEIVED A WAIVER OF</li></ul>	THE RESTRICTIONS	YES THAT APPLY UPON LEAVING THE GOVERNMENT?
X NO YES		
c. IF YES, EXPLAIN THE EXTENT OF THE WAIVE	ER:	
d. IF NO, DO YOU ANTICIPATE WORK AS A LOB	BYIST?	
19. LICENSED ATTORNEY: PLEASE INDICATE II ATTORNEY BY DOD.	F YOU ARE A LICENS	ED ATTORNEY, EVEN IF YOU ARE NOT EMPLOYED AS AN
X NO , I AM NOT A LICENSED ATTORNEY	YES, I AM A L	JCENSED ATTORNEY
SEC	CTION IV - DOD PO	SITION INFORMATION
OF DEPARTMENT OF DEFENSE SERVICE? ( during the last 2 years, focusing on duties relating to de	Provide dates (month and efense contracts, any aspe	ORGANIZATIONS HAVE YOU SERVED DURING YOUR LAST 2 YEARS lyeer). For each position, describe your job or briefly describe your major duties act of the acquisition process, such as requirements development, acting as involved in the contracting process. Identify names of projects, program, contractors
a. CURRENT/MOST RECENT POSITION		
(1) ORGANIZATION OR AGENCY		(2) JOB TITLE
Joint Staff (3) DESCRIPTION		Vice Chairman, Joint Chiefs of Staff
in and the second secon		
b. PRIOR POSITION 1		(2) JOB TITLE
(1) ORGANIZATION OR AGENCY		(2) 308 1112
(3) DESCRIPTION		A
c. PRIOR POSITION 2		(2) JOB TITLE
(1) ORGANIZATION OR AGENCY		(2) JOB TITLE
(3) DESCRIPTION		
DD FORM 2945, APR 2010		Page 2 of 4 Page

SECTION IV - DOD POSITIO	N INFORMATION (Continued)
20. POSITIONS HELD AND MAJOR DUTIES (Continued)	
d. PRIOR POSITION 3	
(1) ORGANIZATION OR AGENCY	(2) JOB TITLE
(3) DESCRIPTION	
e PRIOR POSITION 4 (1) ORGANIZATION OR AGENCY	(2) JOB TITLE
	KI NOB TITLE
(3) DESCRIPTION	
21. WITHIN THE LAST TWO YEARS, HAVE YOU SERVED IN ANY OF TI FOLLOWING ACTIONS REGARDING AN ACQUISITION OR CONTR. S. CONTRACTING OFFICER OR SOURCE SELECTION AUTHORITY?	
X NO YES	
<ul> <li>b. A MEMBER OF A SOURCE SELECTION EVALUATION BOARD, OR A</li> </ul>	A CHIEF OF A FINANCIAL OR TECHNICAL EVALUATION TEAM?
X NO YES (If Yes, summarize your duties/responsibilitie	98.)
c. PROGRAM MANAGER, DEPUTY PROGRAM MANAGER, OR ADMIN  YES (If Yes, summarize your duties/responsibilities)	
d. APPROVAL OF A CONTRACT, SUBCONTRACT, MODIFICATION,	e ESTABLISHING OVERHEAD II. APPROVAL OF A CONTRACT
TASK ORDER OR DELIVERY ORDER, OR PAYMENT OF A CONTRACT CLAIM?	OR OTHER RATES? PAYMENT?
X NO YES	X NO YES X NO YES
(List contract number(s), title(s) and date(s) of last action)	
22.8 DO YOU HOLD A POSITION IN THE EXECUTIVE SERVICE. SENIOR EXECUTIVE SERVICE OR A GENERAL OR FLAG POSITION (Grade O7 and above not frocked)?	DID YOU PARTICIPATE IN AN ACQUISITION WITH A VALUE IN EXCESS OF \$10 MILLION?
NO X YES	NO YES
DD FORM 2945, APR 2010	Page 3 of 4 Pages

SECTION V - PROSPECTIVE EMPLOYER INFORMATION	
23. POSITIONS SOUGHT: WITH WHOM ARE YOU SEEKING EMPLOYMENT?	
Raytheon Company	
24. ACTIONS TAKEN: WHAT ACTIONS HAVE YOU TAKEN CONCERNING YOUR FUTURE EMPLOYMENT?	
Initial contact on potential opportunities	
a. JOB TITLE	
b JOB DESCRIPTION (Include information on how this may relate to your Government duties.)	
26. START DATE: WHEN DO YOU PLAN TO START YOUR NEW EMPLOYMENT? (MM/DD/YYYY)	
27. ADDITIONAL COMMENTS	
la contraction de la contracti	
I certify that the information provided on this form is true and accurate to the best of my knowledge.  28 PRINTED FILL NAME  29 SIGNATURE	30. DATE SIGNED
	TANK AND COME OF COMMANDE
James E. Carlwright / E (all)	22 Dec 2011
DD FORM 2945, APR 2010	Page 4 of 4 Pages