

**To:** Elizabeth Holmes[eholmes@theranos.com]  
**From:** Jim  
**Sent:** Mon 7/22/2013 9:44:20 PM  
**Importance:** Normal  
**Subject:** Safe Harbor Ltr  
**Received:** Mon 7/22/2013 9:43:59 PM  
[20130722 Gen Mattis PGE - Theranos.pdf](#)

Dear Elizabeth: Sooner than I expected, the safe harbor letter is attached. Except for not representing Theranos to DoD (standard prohibition) I am cleared per U.S. Government ethics regulations for you to consider for service on your board.

In light of your many duties, if these is someone else on your staff you want me to engage with this type material, please let me know. Wishing you all the best, Jim



DEPARTMENT OF THE NAVY  
HEADQUARTERS UNITED STATES MARINE CORPS  
3000 MARINE CORPS PENTAGON  
WASHINGTON, DC 20350-3000

IN REPLY REFER TO  
5800  
CL  
22 Jul 13

From: Deputy Designated Agency Ethics Official  
To: General James N. Mattis, USMC

Subj: POST-GOVERNMENT EMPLOYMENT OPINION

Ref: (a) Post Government Employment Questionnaire

Encl: (1) E-mail of 20 July 2013

1. You requested a legal opinion concerning any restrictions applicable to your post-government employment plans with private organizations. You are seeking potential employment with Theranos, Inc. Based on the information provided, it is my opinion that nothing in Federal law or regulation prohibits your employment in this capacity.

2. This advice, which I provide in accordance with section 2635.107 of Title 5, *Code of Federal Regulations*, is merely advisory. I provide this advice in my official capacity on behalf of the United States and not as your representative. Neither the information you provided to receive this advice letter, nor the provision of this letter, creates an attorney-client relationship between you and any attorney rendering such advice.

3. According to the information you provided, you will retired from the Marine Corps on 1 June 2013. The last position you held in Government service was Commander, U.S. Central Command (USCENTCOM), from August 2010 to March 2013. As the USCENTCOM Commander, you oversaw USCENTCOM's mission in the USCENTCOM Area of Responsibility of promoting cooperation among nations, responding to crises, deterring or defeating state and non-state aggression, and supporting development and reconstruction efforts in order to establish the conditions for security, stability, and prosperity. During that time, you had no duties relating to defense contracts or acquisition processes.

4. You have inquired regarding future employment with Theranos. Theranos is a healthcare systems company. According to Theranos' mission statement, Theranos empowers providers, physicians, patients, and consumers with better health information by creating an integrated infrastructure for real-time diagnosis, monitoring, and treatment of targeted ailments in a non-invasive fashion. Theranos has extended an invitation for you to join their Board of Directors.

Subj: POST-GOVERNMENT EMPLOYMENT OPINION

5. RESTRICTIONS ON FORMER OFFICERS AND EMPLOYEES OF THE FEDERAL GOVERNMENT, 18 U.S.C. 207(a) (1) (2) and 18 U.S.C. 207(c).

a. Federal law prohibits all former Federal employees from knowingly making, with the intent to influence, a communication to or appearance before any employee of any agency of the United States on behalf of another person regarding:

1) A particular matter in which the United States is a party, or has an interest, and in which the former employee participated *personally* and *substantially* while a government employee (lifetime ban);

2) A particular matter that was actually pending under the employee's official responsibility during the last year of his government service, when the employee knew, or should have known, the particular matter was pending under his responsibility (two-year ban); or

3) For one (1) year after leaving a senior position, you may not represent someone else, with the intent to influence, before your former agency regarding any official action (one-year ban). These prohibitions reinforce the public's confidence in the fairness of government proceedings by prohibiting situations where the impression of a former employee's personal influence could be perceived as undermining the unbiased performance of a government official's duties.

b. The statutes and regulations do not, however, restrict former officials from providing "behind-the-scenes" or "in-house" assistance to private employers. Additionally, the restrictions apply only to communications back to a United States Executive Agency. These rules, therefore, do not restrict you from lobbying Congress on behalf of a private firm or organization.

6. Based on the information that you provided, I see no inherent conflict of interest regarding your potential employment with Theranos, although Federal regulations will require you to refrain from performing duties within the representational restrictions discussed above. Specifically, you may not represent Theranos on any matters before the DoD and DoN for one (1) year from 1 June 2013. You also may not represent Theranos on matters that were pending under your supervision during your last year of service for two (2) years after 1 June 2013. Absent additional information regarding your personal or substantial participation in potential procurement of the Afghanistan pilot test of the Theranos device referred to in enclosure (1), I further advise you not to represent Theranos before the DoD and DoN on that particular matter for the lifetime of the matter.

7. PROCUREMENT INTEGRITY ACT, 41 U.S.C. 423

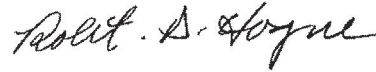
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According to your questionnaire, you did not participate personally and substantially in any acquisition with a value in excess of \$10 million or serve as a program manager, deputy program manager, procuring contracting officer, administrative contracting officer, source selection authority, member of the source selection evaluation board, or chief of a financial or technical evaluation team. The Procurement Integrity Act (41 U.S.C. § 423) therefore does not prohibit you from accepting compensation from Theranos. However, as a former *Senior Official* you are prohibited from representing Theranos before the DoD for a period of one-year since your date of retirement.

8. You are still prohibited from using nonpublic information to further your own private interests, or those of another, including a subsequent employer. Nonpublic information includes classified information, source selection data, information protected by the Privacy Act, proprietary information, and other information that has not been made available to the public and is exempt from disclosure.

9. SUMMARY. Should you have additional questions, or need assistance on any future employment matters, please do not hesitate to contact me at [REDACTED].

Very Respectfully,




Robert D. Hogue  
Counsel for the Commandant

**From:** [Hogue SES Robert D](#)  
**To:** [Anderlonis Capt Mary C](#)  
**Subject:** Fw: Safe Harbor Ltr  
**Date:** Saturday, July 20, 2013 7:23:28

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Forac

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From: Jim <Jimmattis@  
To: Hogue SES Robert D  
Sent: Fri Jul 19 19:37:10 2013  
Subject: Safe Harbor Ltr

Bobby: I need (another) safe harbor letter if you determine it permissible. This one is for Theranos, Inc and the offer below to serve on their board. It's a medical lab company, a Silicon Valley start-up attempting to field an automated medical lab. I had no acquisition action on behalf of Therano (or anyone else) during my years at CENTCOM/JFCOM, although I wanted to get a pilot program/test of the their device in AFG to speed medical aid to our troops (unable to get it introduced for a test due to a delay in gaining FDA approval). Theranos is focused on the U.S. medical lab market here in the states (U.S. military may eventually be a customer but likely not immediately or in a big way). I can give you a call to discuss further if you or your team needs more info. I would not be involved in marketing; the offer is only to be a member of the board along with my former boss/SecDef Dr. Perry when I was the DoD Exec Sec 15 years ago.

Hope you are well. Best, Jim

From: Elizabeth Holmes [<mailto:eholmes@theranos.com>]  
Sent: Friday, July 19, 2013 2:51 PM  
To: Jim  
Subject:

Dear General Mattis:

With this email, I would like to extend my formal invitation to join the Theranos Board of Directors.

We very much look forward to connecting with you on this and will be in touch accordingly.

With my best regards,

Elizabeth

Elizabeth Holmes  
CEO  
Theranos, Inc.

Tel: 650.470.6111  
Fax: 650.838.9804

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