

**2008 CERTIFICATE ON CONFLICT OF INTEREST, RELATIONSHIPS
WITH SUPPLIERS AND STANDARDS OF BUSINESS CONDUCT**

Form C-196



LAST NAME	FIRST	MI	EMPLOYEE #	SITE	ORG NO.	MAIL STOP

COMPLETION INSTRUCTIONS [Helpful Hints are bracketed in blue.]

- Answer the following questions to the best of your current knowledge [You need not research answers.]
- Use an additional page to explain a "YES" on any of the seven questions
- If any answer to questions 1-4 is "YES", your explanation must include the following information:
 - The name and location of the company, the person's relationship to you, and their position with the company
 - Whether or not you make or influence business decisions about this company for Northrop Grumman
 - If you received something, describe what was received and why [This pertains only to question 3.]
- If answer to question 5 is "YES", explain the information revealed or used, to whom, and under what circumstances
- If answer to question 6 is "YES", explain who owns the information and how you received it
- If answer to question 7 is "YES", explain the interest/arrangement, person's relationship to you, and potential conflict of interest

	YES	NO
1. Are you or any member of your family an employee, officer, or director of any company that does or seeks to do business with Northrop Grumman Corporation or its subsidiaries and affiliates? ["Family" means spouse, parent, siblings, children, grandparents, and grandchildren.]	<input type="checkbox"/>	<input type="checkbox"/>
If yes, Do you make, or have influence over, business decisions relating to any of these companies?	<input type="checkbox"/>	<input type="checkbox"/>
2. Do you or any member of your family own, directly or indirectly, a substantial financial interest (as defined in a, b, c) in any supplier or prospective supplier:		
a. Ten percent or more of the individual's net worth, excluding deposits in banks, trust companies, or savings and loan associations?	<input type="checkbox"/>	<input type="checkbox"/>
b. At least a five percent interest in a publicly traded company?	<input type="checkbox"/>	<input type="checkbox"/>
c. Any interest in a non-publicly-traded company?	<input type="checkbox"/>	<input type="checkbox"/>
3. During the last year, have you or any member of your family received, directly or indirectly, from a supplier or prospective supplier any of the following which have a value in excess of \$10.00: [Excludes previous employment and compensation received as a result of employment already disclosed in question 1. above.]		
a. Any travel or entertainment?	<input type="checkbox"/>	<input type="checkbox"/>
b. Any gifts, gratuities, or anything of value?	<input type="checkbox"/>	<input type="checkbox"/>
c. Any cash, free or discounted services, or free or discounted use of facilities?	<input type="checkbox"/>	<input type="checkbox"/>
d. Any compensation, commissions, fees, services, honorariums, or payments of any kind?	<input type="checkbox"/>	<input type="checkbox"/>
4. Has a debtor/creditor relationship existed at any time in the last year between you or any member of your family and a supplier/prospective supplier? [Excludes loan/credit transactions at current market rates.]	<input type="checkbox"/>	<input type="checkbox"/>
5. Have you directly or indirectly revealed company proprietary matters to any unauthorized persons or have you used company proprietary information in any way to promote your own business or personal interests?	<input type="checkbox"/>	<input type="checkbox"/>
6. Have you improperly received or revealed bid and proposal information or proprietary or source selection information pertaining to a competitor of Northrop Grumman?	<input type="checkbox"/>	<input type="checkbox"/>
7. Do you or any member of your family have any other interest or arrangement , which may violate the Standards of Business Conduct or may otherwise result in an actual or perceived conflict of interest?	<input type="checkbox"/>	<input type="checkbox"/>

CERTIFICATION

- I have read and understand my responsibilities with respect to the *Northrop Grumman Standards of Business Conduct and Kickbacks, Gratuities, and Conflicts of Interest* -- available from the Ethics Office (410-765-5546) and ES Ethics web sites: Intranet: <http://esethics.md.essd.northgrum.com/default.htm> & Internet: <http://www.es.northropgrumman.com/ourvalues/>
- I have complied with the Standards during the past year and I will continue to comply with the Standards in the coming year
- I will update this information if any situation or fact arises that would make my responses incomplete

Employee Signature*

Date

- Forward this completed form to your manager for signature below.

Manager Signature [Signature indicates acknowledgement only.]

Date

- Maryland locations: Return form and any attachments to: **ES Ethics, MS A422** or by email to ethicses@ngc.com
- Non-Maryland locations: Return form and any attachments to your local **Business Conduct Officer**