



U.S. Department of Justice

JAN - 6 2011

Washington, D.C. 20530

Mr. Robert Cusick
Director
Office of Government Ethics
1201 New York Avenue, NW
Suite 500
Washington, DC 20005-3919

Dear Mr. Cusick:

In accordance with the provisions of Title I of the Ethics in Government Act of 1978 as amended, I am forwarding the financial disclosure report of James M. Cole. President Obama has announced his intent to nominate Mr. Cole to serve as the Deputy Attorney General of the United States.

We have conducted a thorough review of the enclosed report. The conflict of interest statute, 18 U.S.C. § 208, requires that Mr. Cole recuse himself from participating personally and substantially in any particular matter that has a direct and predictable effect on his financial interests or the financial interests of any other person whose interests are imputed to him, 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. Cole understands that the interests of the following persons are imputed to him: his spouse; minor children; any general partner of a general 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. Cole will consult with Department of Justice ethics officials.

Mr. Cole has withdrawn from the partnership of Bryan Cave LLP. Pursuant to the partnership agreement, following his appointment, Mr. Cole received payment of his budgeted monthly partnership distribution for December 2010, and the firm deposited his 2010 total monthly holdback into his draw account. Within 30 days of Mr. Cole's withdrawal from the firm, he will withdraw the account balance from his draw account. Within 30 days of Mr. Cole's withdrawal from the firm, the firm will make the following payments to him pursuant to the terms of the partnership agreement: a refund of his capital account and any additional profits above the

budgeted compensation amounts distributed to the partners of the firm. The amounts of these payments will be based solely on earnings received as of the date of Mr. Cole's withdrawal from the firm. The amounts of these payments also will be based solely on the distribution plan applicable to all partners, according to a standard methodology for calculating the distribution for partners who withdraw from the firm. Mr. Cole will not participate personally and substantially in any particular matter that has a direct and predictable effect on the ability or willingness of Bryan Cave LLP to make any of these payments to him, unless he first obtains a written waiver pursuant to 18 U.S.C. § 208(b)(1).

We have advised Mr. Cole that because of the standard of conduct on impartiality at 5 C.F.R. § 2635.502, he should seek advice before participating in any particular matter involving specific parties in which a member of his household has a financial interest or in which someone with whom he has a covered relationship is or represents a party. For a period of one year after his resignation from the law firm of Bryan Cave LLP, he will not participate personally and substantially in any particular matter involving specific parties in which that law 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 a former client of his is a party or represents a party for a period of one year after he last provided services to that client, unless he is first authorized to participate pursuant to 5 C.F.R. § 2635.502(d).

Mr. Cole has resigned from his position with the American Bar Association (ABA), Criminal Justice Section. Mr. Cole previously resigned from his position with American International Group, Inc. (AIG) in June 2010. For a period of one year from the date of his resignation from each of these entities, he will not participate personally and substantially in any particular matter involving specific parties in which that entity is a party or represents a party, unless he is first authorized to participate pursuant to 5 C.F.R. § 2635.502(d).

Mr. Cole will retain his positions as Trustee of the Marilyn S. Cole GST Exempt Trust and the Asher Cole Trust B. He will not receive any fees for the services that he provides as a trustee of either of these trusts during his appointment to the position of Deputy Attorney General. He will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of either of these trusts, unless he first obtains a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualifies for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2).

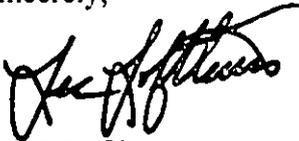
Mr. Cole will divest his interests in the entities listed on Attachment A to this ethics agreement, within 90 days of his confirmation. With regard to each of these entities, he will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of the entity until he has divested it, unless he first obtains a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualifies for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). Mr. Cole understands that he may be eligible to request a Certificate of Divestiture for these assets and that a Certificate of Divestiture is effective only if obtained prior to

divestiture. Regardless of whether he receives a Certificate of Divestiture, he will divest these assets within 90 days of his confirmation and will invest the proceeds in non-conflicting assets.

Mr. Cole understands that as an appointee he is required to sign the Ethics Pledge (Exec. Order No. 13490) and that he will be bound by the requirements and restrictions therein in addition to the commitments he has made in this and any other 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 may so certify to the Senate Judiciary Committee.

Sincerely,

A handwritten signature in black ink, appearing to read "Lee J. Lofthus". The signature is written in a cursive, flowing style.

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

Enclosures

NOMINEE STATEMENT

I have read the attached Ethics Agreement signed by Lee J. Lofthus, Assistant Attorney General for Administration and Designated Agency Ethics Official on Jan 6, 2011, and I agree to comply with the conflict of interest statute and regulations, and to follow the procedures set forth in the agreement. In addition, I understand that as an appointee I am required to sign the Ethics Pledge (Exec. Order 13490) and that I will be bound by the requirements and restrictions therein in addition to the commitments I have made in this and any other ethics agreement.



James M. Cole

JAN 06 2011

Date