

David J. Hayes
Washington, D.C. 20510

March 3, 2009

Melinda J. Loftin
Designated Agency Ethics Official
and Director, Ethics Office
U.S. Department of the Interior
1849 C St. NW. MS 4259
Washington, DC 20240

Dear Ms. Loftin:

The purpose of this letter is to describe the steps that I will take to avoid any actual or apparent conflict of interest in the event that I am confirmed for the position of Deputy Secretary of the Department of the Interior.

As required by 18 U.S.C. § 208(a), I will not participate personally and substantially in any particular matter that has a direct and predictable effect on my financial interests or those of any other person whose interests are imputed to me, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). I understand that the interests of the following persons are imputed to me: any spouse or minor child of mine; any general partner of a partnership in which I am a limited or general partner; any organization in which I serve as officer, director, trustee, general partner or employee; and any person or organization with which I am negotiating or have an arrangement concerning prospective employment.

On December 31, 2008, I retired from my position as a partner with the law firm of Latham & Watkins. I currently have a capital account with the firm, and I will receive a refund of that account within sixty days after my retirement (i.e. by approximately February 28, 2009). Until I have received this refund, I will not participate personally and substantially in any particular matter that will have a direct and predictable effect on the ability or willingness of the firm to pay this refund, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1). For a period of one year after my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which the firm of Latham & Watkins is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d). In addition, I will not participate personally and substantially in any particular matter involving specific parties in which a former client of mine is a party or represents a party for a period of one year after I last provided service to that client, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Following my retirement, I will receive a fixed retirement benefit over a 10-year period based upon a formula computed from years of service, age of retirement, and level of salary. I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the ability or willingness of Latham & Watkins to provide this benefit to me, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

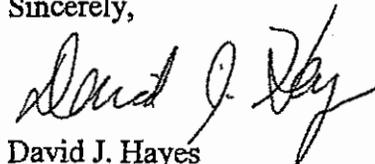
Prior to confirmation, I resigned from the following positions: Senior Fellow, World Wildlife Fund; Senior Fellow, Progressive Policy Institute; Consulting Professor, Stanford University; Vice Chairman, American Rivers; Board Member, RESOLVE; Board Member, Natural Heritage Institute and Member, Obama-Biden Transition Project's Agency Review Working Group. Upon confirmation, I will resign from my position as Chairman of Stanford Law School Board of Visitors. For a period of one year after my resignation from each of these entities, I 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 I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d). [Deletion Per FOIA Exemption 6, 5 U.S.C. § 552(b)(6), Personal Privacy]

Upon confirmation, I will also resign my position as a trustee of the B [redacted] Hayes Trust. For a period of one year after my resignation from this position, I will not participate personally and substantially in any particular matter involving specific parties in which the B [redacted] Hayes Trust is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I will retain my interest in the vacation properties in Livonia, New York and in Wintergreen Virginia which are adjacent to Federal lands. Pursuant to 18 U.S.C. § 208, I will not participate personally and substantially in any particular matter that will have a direct and predictable effect on these properties, unless I first obtain a written waiver under section 208(b)(1) or qualify for a regulatory exemption under section 208(b)(2). Any particular matters identified as likely to have a direct and predictable effect on these properties will be routed automatically to an agency official other than me.

If I am confirmed as Deputy Secretary of the Department of the Interior, I am aware that I am prohibited by 30 U.S.C. § 1211(f) from holding a financial interest in any surface or underground coal mining operation. Additionally, I am aware that my position is subject to the prohibitions against holding any financial interest in federal lands or resources administered or controlled by the Department of the Interior extended to me by supplemental regulation 5 C.F.R. § 3501.103. Therefore, I will not hold any such interests during my appointment to the position of Deputy Secretary.

Sincerely,



David J. Hayes