

April 11, 2008

Corin R. Stone  
Designated Agency Ethics Official  
Office of the Director of National Intelligence  
Washington, DC 20511

Dear Ms. Stone,

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 Director of National Counterterrorism Center (NCTC).

As required by 18 U.S.C. § 208(a), I will not participate personally and substantially in any particular matter in which I know that I have a financial interest or in which I know that a person whose interests are imputed to me has a financial interest, if the particular matter has a direct and predictable effect on that interest, 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.

I have been advised that the duties of the position of Director of NCTC may involve particular matters affecting the financial interests of IBM. The agency has determined that it is not necessary at this time for me to divest my interests in this entity because my recusal from particular matters in which these interests pose a conflict of interest will not substantially limit my ability to perform the essential duties of the position of Director of NCTC. Accordingly, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of IBM, 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 will retain my unpaid position as an officer of the Leiter Family Foundation. I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of the Leiter Family Foundation, 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). In order to qualify for the exemption at 5 C.F.R. § 2640.202(e) during my government service, I will not play any role in making

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investment decisions for the Leiter Family Foundation, except to the extent that I may participate personally and substantially in decisions to invest in broad categories of investments such as stocks, bonds, or mutual funds.

Please contact me if you have any questions or concerns regarding this agreement.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael E. Leiter", with a long horizontal flourish extending to the right.

Michael E. Leiter