

January 6, 2009

Ms. Patricia K. Hirsch  
Designated Agency Ethics Official  
US EPA (2310A)  
1200 Pennsylvania Avenue, NW  
Washington, DC 20460

Dear Ms. Hirsch:

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 Administrator of the United States Environmental Protection Agency.

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 section 208(b)(1), or qualify for a regulatory exemption, pursuant to section 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.

In order to avoid potential conflicts of interest under 18 U.S.C. § 208, my spouse and I will divest our stock and vested stock options in the following entities within 90 days of my confirmation: Bank of America and Merrill Lynch. We do not hold any unvested stock options in either of these entities. Until these divestitures have been completed, I will not participate personally and substantially in any particular matter that will have a direct and predictable effect on either of these entities, 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). During my appointment as Administrator, my spouse will not receive additional stock or stock option grants from Bank of America or Merrill Lynch.

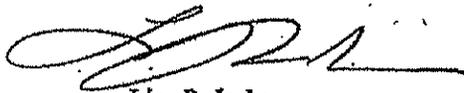
I have resigned from my positions as Chief of Staff to the Governor of New Jersey and Commissioner of the New Jersey Department of Environmental Protection. For a period of one year following the date of my resignation from the Chief of Staff position, I will have a "covered relationship" under 5 C.F.R. § 2635.502 with the State of New Jersey. In prior service to the State of New Jersey within the past year, as part of my official state duties, I served in an *ex officio* capacity on the following commissions and boards: the Regional Ozone Transport Commission, the Compliance Commission of the Environmental Council of States, the Executive Board of the Regional Greenhouse Gas Initiative, and the New Jersey Economic

Ms. Patricia K. Hirsch  
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Page 2

Development Authority Board. I understand that I also will have a "covered relationship" under 5 C.F.R. § 2635.502 with these entities. Pursuant to 5 C.F.R. § 2635.502(d), I will seek written authorization to participate in particular matters involving specific parties in which the State of New Jersey, any of its agencies, or any of these entities is a party or represents a party.

My spouse is employed as a computer analyst by Merrill Lynch, a company owned by Bank of America, a position for which he receives a fixed annual salary and an annual bonus. I will not participate personally and substantially in any particular matter that has a direct and predictable effect on my spouse's compensation or employment with Merrill Lynch or Bank of America, unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1). I also will not participate personally and substantially in any particular matter involving specific parties in which Merrill Lynch or Bank of America is or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Sincerely yours,



Lisa P. Jackson