

January 8, 2009

Mr. Raymond J. Sheehan
Designated Agency Ethics Official
U.S. Department of Agriculture
Washington, DC 20250-0122

Dear Mr. Sheehan:

The purpose of this letter is to explain the steps that I intend to take to avoid any actual or apparent conflict of interest in the event that I am confirmed for the position of Secretary, U.S. Department of Agriculture (USDA). The steps detailed below take into account any potential conflicts or appearances thereof associated with this position.

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 further 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 entity in which I serve as officer, director, trustee, general partner, or employee; and any person or entity with which I am negotiating or have an arrangement concerning prospective employment.

My wife owns a small commercial office building in Mt. Pleasant, Iowa with her brother. I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the value of this property, 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).

Upon confirmation I will resign from my position as "of Counsel" for Dorsey & Whitney LLP of Des Moines, Iowa. I have no equity interest in this firm. For one year after my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which this firm 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).

My wife and I own real property in Davis County, Iowa. This property is leased out for farming on a fixed cash basis to a tenant and is managed by Mid States Farm Management Co. of Ottumwa, Iowa. My spouse and I are not engaged in this farming operation. During my tenure as Secretary, my spouse and I will not engage in this farming operation, and we will instruct our farm manager to maintain a fixed cash lease on the farm. Other than the rent from this property, the only payments I receive are Conservation Reserve Program (CRP) benefits from USDA. This program is administered by USDA through the Commodity Credit Corporation (CCC), on which I will serve as Chairman of the Board. I will request a written waiver pursuant to 18 U.S.C. 208(b)(1) regarding particular matters of general applicability affecting my financial interest in this property and CRP payments. I will not participate personally and substantially in any particular matter that will have a direct and predictable effect on my interest in the value of this property or any payments I receive from USDA programs until I obtain a waiver.

Further, pursuant to 5 C.F.R. § 2635.502, I have "covered relationships" with the tenant and Mid States Farm Management. Accordingly, during my tenure, I will not participate personally and substantially in any particular matter involving specific parties in which the tenant or Mid States Farm Management is a party or represents a party, unless I receive authorization pursuant to 5 C.F.R. § 2635.502(d).

The property, discussed in the paragraph above, is subject to a mortgage with Wayland State Bank of Wayland, Iowa. I agree that I will not participate personally and substantially in any particular matter involving specific parties in which Wayland State Bank is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I resigned from my positions with the following entities on the dates specified:

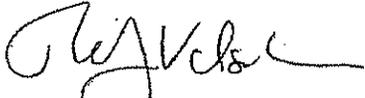
- MidAmerican Energy, Des Moines, Iowa, December 31, 2008
- Allergan, Irvine, California, August 27, 2008
- Strategic Partnerships LLC, Alexandria, Virginia, December 31, 2008
- John F. Kennedy School of Government, Cambridge, Massachusetts, December 31, 2008

I will not participate personally and substantially in any particular matter involving specific parties in which any of the entities listed above is a party or represents a party for a period of one year after my resignation, unless I am first authorized to participate pursuant to 5 C.F.R. § 2635.502(d).

My wife is employed by the Vilsack Foundation and the Iowa Initiative, both of Des Moines, Iowa. I will not participate personally and substantially in any particular matter

involving specific parties in which either of these entities is a party or represents a party, unless I am first authorized to participate pursuant to 5 C.F.R. § 2635.502(d).

Sincerely,

A handwritten signature in black ink, appearing to read 'Tom Vilsack', with a long horizontal flourish extending to the right.

Thomas J. Vilsack