

October 28, 2009

John C. Mantini
Designated Agency Ethics Official
Millennium Challenge Corporation

Dear Mr. Mantini:

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 Chief Executive Officer of the Millennium Challenge Corporation (MCC).

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.

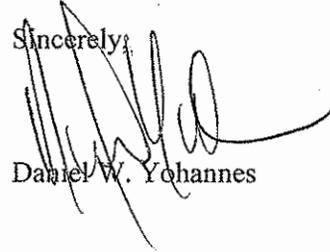
Upon confirmation by the Senate, I will resign my positions as: board member of the University of Colorado Medical School, trustee of Project CURE, trustee of the Denver Art Museum, trustee of the National Jewish Medical Center and chairman of the Mayor's Greenprint Council for the City and County of Denver. Also, upon confirmation by the Senate, I will dissolve the corporation known as M&R Investments, LLC, of which I am the sole owner and employee. 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 any 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).

Upon confirmation, I will resign from my position as member of the board of directors of First Western Bank and Trust. I own vested and unvested stock options in First Western Bank and Trust. Upon my resignation from First Western Bank and Trust, I will forfeit all unvested stock options. I will have six months to exercise all vested stock options in First Western Bank and Trust. I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of First Western Bank and Trust, 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). For a period of one year after my resignation, I also will not participate personally and substantially in any particular matter involving specific parties in which First Western Bank and Trust, is a party or represents a party, unless I am first authorized to participate pursuant to 5 C.F.R. § 2635.502(d).

Also, I resigned from the position of director with New Resource Bank in December 2008. For a period of one year from the date of my resignation I will not participate personally and substantially in any particular matter involving specific parties in which New Resource Bank, is a party of represents a party, unless I am first authorized to participate pursuant to 5 C.F.R. § 2635.502(d).

Finally, I understand that as an appointee I am required to sign the Ethics Pledge (Exec. Order No. 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.

Sincerely,



Daniel W. Yohannes