

December 22, 2008

Mr. Robert E. Coyle  
Designated Agency Ethics Official  
Department of Homeland Security  
Washington, DC 20528-3650

Re: Ethics Agreement

Dear Mr. Coyle:

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 Secretary of the Department of Homeland Security.

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 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.

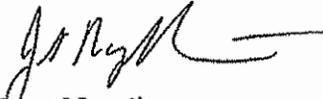
Upon confirmation, I will resign from my position as Governor and will have a "covered relationship" for a period of one year under 5 C.F.R. § 2635.502 with the state of Arizona. You have advised me that my participation in particular matters involving specific parties in which the state of Arizona is a party or represents a party will be authorized pursuant to 5 C.F.R. § 2635.502(d).

I will continue to participate in the State of Arizona Elected Officials Retirement Program, a defined benefit pension plan. I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the ability or willingness of the State of Arizona to provide this contractual benefit 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), such as 5 C.F.R. § 2640.201(c)(2).

Upon confirmation, I will resign from my positions on the boards of directors of the James B. Hunt, Jr. Institute for Educational Leadership and Jobs for America's

Graduates. I also will resign from my *ex officio* positions with the Arizona Board of Regents, Translational Genomics Research Institute, and the Arizona Mexico Commission. I resigned from my position with the American Legacy Foundation in May 2008. 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).

Sincerely,



Janet Napolitano