

January 23, 2009

Mr. Edgar M. Swindell
Associate General Counsel/Ethics
Designated Agency Ethics Official
U.S. Department of Health and Human Services
Room 710-E, Hubert H. Humphrey Building
200 Independence Avenue, SW
Washington, DC 20201

Dear Mr. Swindell:

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 Deputy Secretary, U.S. Department of Health and Human Services.

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 Executive Director and Secretary for the Campaign for Tobacco-Free Kids. 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 the Campaign for Tobacco-Free Kids 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 the Executive Director and Secretary for the Tobacco-Free Kids Action Fund. 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 the Tobacco-Free Kids Action Fund 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 non-paid position as a member of the Board of Directors of the Center for Science in the Public Interest. 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 the Center for Science in the Public Interest is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

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Following my appointment, my wife and I will divest our interests in the following entities within 90 days of my confirmation:

Vanguard Health Care Fund
Fidelity Real Estate Investment Fund

With regard to each of these entities, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of the entity until I have divested it, 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 avoid potential conflicts of interest during my appointment as Deputy Secretary, neither I, my spouse, or any minor children of mine will acquire any interests in entities listed on the FDA prohibited holdings list or in entities involved, directly or through subsidiaries, in the following industries: (1) research, development, manufacture, distribution, or sale of pharmaceutical, biotechnology, or medical devices, equipment, preparations, treatment, or products; (2) veterinary products; (3) healthcare management or delivery; (4) health, disability, or workers compensation insurance or related services; (5) food and/or beverage production, processing or distribution; (6) communications media; (7) computer hardware, computer software, and related internet technologies; (8) wireless communications; (9) social sciences and economic research organizations; (10) energy or utilities; (11) commercial airlines, railroads, shiplines, and cargo carriers; or (12) sector mutual funds that concentrate their portfolios on one country other than the United States. In addition, we will not acquire any interests in sector mutual funds that concentrate in any of these sectors.

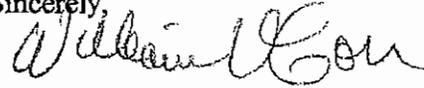
As noted on my disclosure form, my non-minor dependent daughter also owns a 32% share of holdings in 18 stocks (see attachment to SF-278 Report). These holdings must be reported on my disclosure report pursuant to 5 C.F.R. § 2634.309. However, since my daughter is not a minor, I understand that her holdings are not imputed to me as a financial interest under 18 U.S.C. § 208. While my daughter is a member of my household, pursuant to 5 C.F.R. § 2635.502(a), I will not participate personally and substantially in any particular matter involving specific parties that will have a direct and predictable effect on her financial interests.

My spouse is employed as a salaried employee for the Center on Budget and Policy Priorities. As Deputy Secretary, I will not participate personally and substantially in any particular matter that will have a direct and predictable effect on my spouse's compensation or employment with the Center on Budget and Policy Priorities. I also will not participate personally and substantially in any particular matter involving specific parties in which the Center on Budget and Policy Priorities 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, my spouse has agreed not to communicate directly with the U.S. Department of Health and Human Services on behalf of the

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Center on Budget and Policy Priorities during my appointment to the position of Deputy
Secretary.

Sincerely,

A handwritten signature in cursive script, appearing to read "William V. Corr".

William V. Corr