

JAN 23 2013

The Honorable Stephen E. Preston
General Council
Designated Agency Ethics Official
Central Intelligence Agency
Washington, DC 20505

Dear Mr. Preston,

The purpose of this letter describes the steps I will take to avoid any actual or apparent conflict of interest in the event that I am confirmed for the position of Director, Central Intelligence Agency.

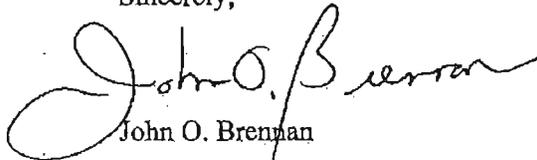
As required by 18 U.S.C. § 208(a), I will not participate personally and substantially in any particular matter that has a direct and predictable effect on my financial interests or those of any person whose interests are imputed to me, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 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.

My spouse owns the business, Wee Play LLC. I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of Wee Play LLC, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

I understand that as an appointee, I must continue to abide by the Ethics Pledge (Exec. Order No. 13490) that I previously signed 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.

I have been advised that this ethics agreement will be posted publicly, consistent with 5 U.S.C. § 552, on the website of the U.S. Office of Government Ethics with other ethics agreements of Presidential nominees who file public financial disclosure reports.

Sincerely,


John O. Brennan