

13 December 2010

Christopher Thuma
Designated Agency Ethics Official
Office of the Director of National Intelligence
2B-200, LX2
Washington, DC 20511

Dear Mr. Thuma:

The purpose of this letter is to describe the steps that I will take to avoid any actual or apparent conflict of interest if confirmed for the position of Principal Deputy Director of National Intelligence, Office of the Director of National Intelligence.

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: my 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 an officer, director, trustee, general partner or employee; and any person or organization with which I am negotiating or have an arrangement concerning prospective employment.

Because I am participating in a defined benefit pension plan with Northrop Grumman, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the ability or willingness of Northrop Grumman to provide this contractual benefit, 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 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.

Sincerely,



Stephanie L. O'Sullivan