July 15, 2009

Carl R. Sosebee
Acting General Counsel
Designated Agency Ethics Official
Peace Corps
1111 20th Street NW
Suite 8200
Washington, DC 20526

Dear Mr. Sosebee:

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 Peace Corps Director.

As required by 18 U.S.C. 208, 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 Vice President of RTI International. Upon my resignation, I will continue to participate in the RTI International Deferred Compensation Plan. For as long as I continue to participate in that 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 RTI International to make payments under this plan, unless I first obtain a written waiver, pursuant to 18 U.S.C. 208(b)(1). 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 RTI is a party or represents a party, unless I am first authorized to participate, pursuant to 5 CFR 2635.502(d).

I have been advised that the duties of the position of Peace Corps Director may involve particular matters affecting the financial interests of Microsoft Corporation. The agency has determined that it is not necessary, at this time, for me to divest my interests in this entity because the likelihood that my duties will involve any such matter is remote. Accordingly, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of this company, 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).

Upon confirmation, I will resign from my positions on the boards of directors of the following entities: CARE, U.S. Global Leadership Campaign, and the Society for International

Development. For a period of one year after my resignation from the boards of 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 CFR 2635.502(d).

Upon confirmation, I will resign from my position on the board of directors of the National Peace Corps Association. For a period of one year after my resignation, I will have a "covered relationship" under 5 CFR 2635.502 with the National Peace Corps Association. Pursuant to 5 CFR 2635.502(d), I will seek written authorization to participate in particular matters involving specific parties in which the National Peace Corps Association is a party or represents a party, except as specified below. I also will seek a similar waiver of the restrictions in paragraph 2 of the Ethics Pledge required under Executive Order 13490 with regard to the National Peace Corps Association. I understand that this authorization and waiver will permit me to attend, participate in, or speak at meetings, conferences, or other events involving or hosted by the National Peace Crops Association or its leadership, including fundraising events, providing that my participation would otherwise be permissible under the Office of Government Ethics, Standards of Ethical Conduct for the Executive Branch (5 CFR 2635.808) and where such activities would continue to promote and maintain a positive relationship between Peace Corps and the returned Peace Corps Volunteer community or would otherwise advance or promote the programs and activities of Peace Corps. However, I understand that this authorization and waiver will not extend to any participation in any present or future Peace Corps cooperative agreement, contract, or other funding mechanism between Peace Corps and the National Peace Corps Association, nor any other particular matters that would directly and predictably affect the National Peace Corps Association's financial interest.

I have recently resigned from the boards of directors of the Pan American Development Foundation and the Institute for Sustainable Communities, and from the advisory board of Management and Training Corporation. For a period of one year after my resignation from the boards of 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 CFR 2635.502(d).

Upon confirmation, I will resign from my position on the advisory board of Ron Brown Scholars.

Finally, I understand that as an appointee I am required to sign the Ethics Pledge (Executive Order 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 agreements.

Sincerely,

Aaron S. Williams

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