

October 24, 2011

Austin C. Schlick
General Counsel and
Designated Agency Ethics Official
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Dear Mr. Schlick:

The purpose of this letter is to describe 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 Member, Federal Communications Commission (FCC or Commission).

As required by 18 U.S.C. § 208(a), I will not participate personally and substantially in any particular matter in which I know that I have a financial interest or in which I know that a person whose interests are imputed to me has a financial interest, if the particular matter has a direct and predictable effect on that interest, 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; minor children; 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.

As required by the Communications Act, 47 U.S.C. § 154(b)(2), I will not acquire or hold during my service as Commissioner a financial interest in any entity that has a significant interest in matters that are the subject of regulation by the Commission. Nor will I accept any official relationship with any entity significantly regulated by the Commission.

As a present beneficiary of the Varadaraj S. Pai Children's Trust and the Radha V. Pai Children's Trust I have a financial interest in the trusts' holdings. If I rely on a *de minimis* exemption under 5 C.F.R. § 2640.202 with regard to any of these holdings, I will monitor the value of those interests. If the aggregate value of interests affected by a particular matter increases and exceeds the *de minimis* threshold I will not participate in the particular matter, unless I first obtain a written waiver, under 18 U.S.C. § 208(b)(1).

Upon confirmation, I will resign my position as a non-equity partner with the law firm of Jenner & Block, LLP. I will continue to participate in the firm's profit sharing plan (a defined contribution 401(k) plan, invested in a diversified index fund), but neither I nor the firm will make any additional contributions after I resign from the firm. 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 firm 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, I will not participate personally and substantially in any particular matter involving specific parties in which a former client of mine is a party or represents a party, for a period of one year after I last provided services to that client, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Additionally, upon confirmation, I will resign my position as Member, Executive Committee, Administrative Law Practice Group of the Federalist Society for Law and Public Policy Studies and as Member, Nominations Committee of the District of Columbia Bar. Further, I will resign my position as Co-Trustee of the Varadaraj S. Pai Children's Trust and the Radha V. Pai Children's Trust.

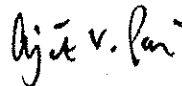
My spouse, a physician, is currently employed by George Washington University (GWU) Medical Faculty Associates, from which she receives a salary and annual bonus. I will not participate personally and substantially in any particular matter involving specific parties in which GWU Medical Faculty Associates is a party or represents a party unless I am first authorized to participate pursuant to 5 C.F.R. § 2635.502(d). Additionally, my spouse provides consulting services on an informal, as-needed basis for GlaxoSmithKline and Phadia US, Inc. Accordingly, I will not participate personally and substantially in any particular matter involving specific parties in which GlaxoSmithKline or Phadia US, Inc. is a party or represents a party unless I am first authorized to participate pursuant to 5 C.F.R. § 2635.502(d).

I understand that as an appointee I am required to sign the Ethics Pledge (Exec. Order No. 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 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.

Finally, I agree to be guided by your advice, as the Commission's General Counsel and Designated Agency Ethics Official, and the advice of your staff, on any other matters that may pose a potential conflict of interest or appearance thereof and to execute any necessary recusals relating to such matters.

Sincerely,



Ajit V. Pai