

June 7, 2017

Judith S. Kaleta  
Designated Agency Ethics Official  
U.S. Department of Transportation  
1200 New Jersey Avenue, S.E.  
Washington, D.C. 20590

Dear Ms. Kaleta:

I am committed to the highest standards of ethical conduct for government officials. 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 I am confirmed for the position of General Counsel at the U.S. Department of Transportation.

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 directly and predictably affected by the matter, or in which I know that a person whose interests are imputed to me has a financial interest directly and predictably affected by the matter, 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 with Dechert LLP. Pursuant to the Dechert LLP partnership agreement, I will receive a *pro rata* partnership share based on the value of my partnership interests for services performed in 2017 through the date of my withdrawal. The firm will calculate the value of that share based upon the firm's earnings in 2016. Consistent with the firm's partnership agreement, I will receive my partnership share no later than April 2018. I will also receive a lump-sum payment of my capital account with the firm on or before 60 days from the date of my withdrawal. Pursuant to the partnership agreement, the firm may withhold a portion of my capital account as a reserve for account reconciliations and tax payments that the firm makes on behalf of its partners. Until all of the payments from Dechert LLP described above are made, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the firm's ability or willingness to make these payments, 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 from Dechert LLP, I also will not participate personally and substantially in any particular matter involving specific parties in which I know 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 I know a former client of mine is a party or represents a party for a period of one year after I last provided service to that client, unless I am

first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d). Furthermore, for the duration of my appointment as General Counsel, I will not participate personally and substantially in any particular matter in which I know I previously appeared before, or directly communicated with, the U.S. Department of Transportation on behalf of Dechert LLP or any former client, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I currently hold residual interests in certain contingent-fee matters arising from my time as an attorney at Kirkland & Ellis LLP. Upon confirmation, I will forfeit these interests.

Upon confirmation, I will resign from my uncompensated positions with the American Bar Association Section of Antitrust Law, the Capital Markets Litigation Advisory Committee of the U.S. Chamber of Commerce Litigation Center, the National Security Law Working Group of the Heritage Foundation, and the John Hay Initiative. For a period of one year after my resignation from my positions with each of these entities, I will not participate personally and substantially in any particular matter involving specific parties in which I know that that entity is a party or represents a party, unless I am first authorized to do so, pursuant to 5 C.F.R. § 2635.502(d).

If I have a managed account or otherwise use the services of an investment professional during my appointment, I will ensure that the account manager or investment professional obtains my prior approval on a case-by-case basis for the purchase of any assets other than cash, cash equivalents, investment funds that qualify for the exemption at 5 C.F.R. § 2640.201(a), obligations of the United States, or municipal bonds.

I will meet in person with you on my first day after confirmation, unless circumstances do not permit, and then no later than during my first week in the position of General Counsel in order to complete the initial ethics briefing required under 5 C.F.R. § 2638.305. Within 90 days of my confirmation, I will document my compliance with this ethics agreement by notifying you in writing when I have completed the steps described in this ethics agreement.

I understand that as an appointee I am required to sign the Ethics Pledge (Exec. Order No. 13770) and that I will be bound by the requirements and restrictions therein in addition to the commitments I have made in this ethics agreement.

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

Sincerely,

A handwritten signature in black ink, appearing to read "Steven G. Bradbury", written in a cursive style.

Steven G. Bradbury