

October 10, 2014

Jonathan Sallet, Esq.
General Counsel and
Designated Agency Ethics Official
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Dear Mr. Sallet:

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 Commissioner, Federal Communications Commission (FCC).

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.

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 FCC, nor will I accept any official relationship with any entity significantly regulated by the FCC.

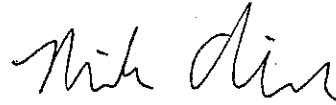
I understand that as an appointee I must continue to abide by the Ethics Pledge (Exec. Order no. 13490) that I previously signed and that I will be bound by the requirements and restrictions therein in addition to the commitments I have made in this ethics agreement.

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.

Mr. Michael P. O'Rielly
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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 matters that may pose a potential conflict of interest or appearance thereof and to execute any necessary recusals relating to such matters.

Sincerely,

A handwritten signature in cursive script, appearing to read "Mike O'Rielly".

Michael P. O'Rielly