

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

MAY - 4 2012

Dear Ms. Knapp:

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 Administrator of the Federal Aviation Administration, Department of Transportation.

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 other 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.

I am the sole proprietor of my consulting company, which does business as MPH Consulting, LLC. MPH Consulting, LLC has been dormant since June 2010. During my appointment to the position of Administrator, the company will remain dormant and will not advertise. I will not perform any services for the company, except that I will comply with any requirements involving legal filings, taxes and fees that are necessary to maintain the company while it is in an inactive status. As Administrator, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of MPH Consulting, LLC.

My spouse is an employee of Lincoln National Life Insurance and an independent contractor doing business with Lincoln Financial Advisors (LFA), Crump and LFA Limited Liability Company. I will not participate personally and substantially in any particular matter involving specific parties in which Lincoln National Life Insurance, Lincoln Financial Advisors (LFA), Crump or LFA Limited Liability Company is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

If I rely on any *de minimis* exemption under 5 C.F.R. § 2642.202 with regard to any of my financial interests, 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).

I have been advised that the duties of the position of Administrator may involve particular matters affecting the financial interests of the Xerox Corporation. The agency has determined that it is not necessary at this time for me to divest my interests in this entity because the

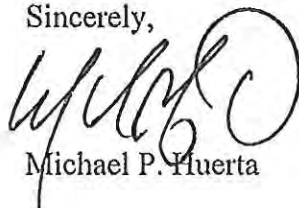
likelihood that my duties will involve any such matter is remote. Accordingly, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of the Xerox Corporation, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2).

I also participate in a deferred compensation plan with the Xerox Corporation. Under this plan, the amount of deferred compensation that the Xerox Corporation owes me is adjusted based on the performance of thirteen investment funds. The amount owed is increased or decreased by an amount equal to the net investment gain or loss that I would have realized if I were invested directly in these tracked investment funds. As Deputy Administrator, I was issued a written waiver under 18 U.S.C. § 208(b)(1) regarding my indirect interests in these investment funds through the deferred compensation plan with Affiliated Computer Services, Inc., predecessor to the Xerox Corporation. Upon confirmation, I will again request a written waiver under 18 U.S.C. § 208(b)(1) regarding my indirect interests in these investment funds through the deferred compensation plan. I understand that the waiver will not cover my interest in the ability or willingness of the Xerox Corporation to honor its contractual obligation to make these payments to me under the deferred compensation plan. Therefore, notwithstanding this waiver, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the ability or willingness of the Xerox Corporation to honor its contractual obligation to make these payments to me under the deferred compensation plan, 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 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.

I understand that as an appointee I must continue to abide by the Ethics Pledge (Executive 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,

A handwritten signature in black ink, appearing to read "Michael P. Huerta", written over a circular stamp or mark.

Michael P. Huerta