

MAY - 2 2014

Charles A. Beamon
Designated Agency Ethics Official
Federal Energy Regulatory Commission
888 First St., NE
Washington, D.C. 20426

Dear Mr. Beamon:

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 Commissioner, Federal Energy Regulatory Commission.

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.

In November 2007, I resigned my position as Executive Vice President and Acting U.S. Chief Executive Officer for National Grid. I remained a consultant to national Grid until March 31, 2008. I continue to participate in the national Grid Deferred Compensation Plan and I receive monthly payments from two separate National Grid defined benefit pension plans. For as long as I retain an interest in the National Grid Deferred Compensation Plan, I will have a "covered relationship" with National Grid under 5 C.F.R. § 2635.502. I have been advised that my participation in particular matters involving specific parties in which National Grid is a party or represents a party has been authorized pursuant to 5 C.F.R. § 2635.502(d).

As a retired executive of National Grid, consistent with the corporation's practice for departing executives, I am entitled to receive health coverage for both me and my spouse for the rest of our lives, and life insurance for myself. I will continue to receive post-retirement medical coverage through the National Grid health plan administered by Blue Cross/Blue Shield of Massachusetts, and I will continue to be provided post-retirement life insurance coverage through the National Grid life insurance plan administered by MetLife.

Notwithstanding the authorization described above, I will not participate personally and substantially in any particular matter that has a direct and predictable

effect on the ability or willingness of National Grid to provide payments or benefits owed to me under its deferred compensation plan, defined benefit plans, life insurance plan, or health plan, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

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 that I have made in this or any other ethics agreement.

Finally, 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.

Sincerely,

A handwritten signature in black ink, appearing to read "Cheryl A. LaFleur". The signature is written in a cursive, somewhat stylized script.

Cheryl A. LaFleur