

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

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 Deputy Secretary at the 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 will divest my interest in the following entities within 90 days of my confirmation: General Electric Co., General Electric Capital Corp., Exxon Mobil Corp., Raytheon Co., and Boeing Co. With regard to each of these entities, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of the entity until I have divested it, 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).

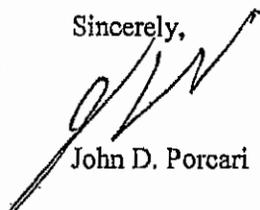
If I rely on any *de minimis* exemption under 5 C.F.R. § 2642.202 with regard to any of my financial interests, I will monitor the value of those interests. If the aggregate value of interests affected by a particular matter increases and exceeds the *de minimis* threshold, I will not participate in the particular matter, unless I first obtain a written waiver under 18 U.S.C. § 208(b)(1).

Upon confirmation, I will resign from the following positions: Secretary of Transportation, State of Maryland, Hanover, MD; Board Member, National Aquarium, Washington, DC; Advisory Board Member, University of Maryland Transportation Institute; Board Member, American Association of State Highway and Transportation Officials, Washington, DC; Board Member, American Public Transportation Association, Washington, DC; Board Member, World Trade Center Institute, Baltimore, MD; Chairman, Maryland Aviation Commission, BWI Airport,

MD; Chairman, Maryland Port Commission, Hanover, MD; Chairman, Maryland Transportation Authority, Baltimore, MD; Ex-Officio Board Member, Maryland Highway Safety Foundation, Sparks, MD; and Advisory Board Member, Maryland Institute of Emergency Medical Services, Baltimore, MD. Furthermore, for one year from my resignation from each of these entities, I will not participate personally and substantially in any particular matter involving specific parties in which that entity is a party or represents a party, unless I am first authorized to participate pursuant to 5 C.F.R. § 2635.502(d).

Finally, 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.

Sincerely,



John D. Porcari

5/4/09