

October 15, 2018

Mr. Richard Visek
Principal Deputy Legal Adviser and
Designated Agency Ethics Official
Office of the Legal Adviser
Department of State

Re: Ethics Undertakings

Dear Mr. Visek:

I am committed to the highest standards of ethical conduct for government officials. If confirmed as the Ambassador to Australia, 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.

I understand that a heightened prospect of a conflict of interest could exist as to companies that maintain a presence in Australia, because they may be more likely than other companies to seek official assistance from or make contact with the Embassy or otherwise be affected by policies and engagement implemented by the Embassy. I will remain alert to the possible need to recuse where appropriate.

Out of an abundance of caution, in order to avoid potential conflicts of interest I have decided that within 90 days of my confirmation, I will divest all assets in my defined contribution plan that do not qualify for the exemption at 5 C.F.R. § 2640.201(a). Until I divest these assets, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on my financial interest in any of these assets, 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).

Upon confirmation, I will resign from my Of Counsel position with O'Melveny & Myers LLP. If O'Melveny & Myers LLP decides to pay me a bonus for work I performed during 2018, I will not accept the bonus and will forfeit it, unless I receive the bonus before I assume the duties of the position of Ambassador to Australia. If I receive the bonus, I will not participate personally and substantially in any particular matter involving specific parties in which I know O'Melveny & Myers LLP is a party or represents a party for a period of two years from the date on which I receive the bonus. I will continue to receive payments under the O'Melveny & Myers LLP Partnership Agreement Retirement Benefit pursuant to the O'Melveny & Myers LLP

Partnership Agreement. The amount of this Benefit can be increased based on an inflation index or decreased if O'Melveny & Myers LLP does not achieve certain revenues. Accordingly, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of O' Melveny & Myers LLP, unless I first obtain a written waiver, pursuant to 18 U.S.C. §208(b)(1). I also 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).

Upon confirmation, I will resign from my positions with the following entities: The Brookings Institution; Howard H. Baker Jr. Center for Public Policy; The University of Tennessee Knoxville; and Leadership Board, U.S. Chamber of Commerce, Center for Capital Market Competitiveness. For a period of one year after my resignation from each of these entities, I will not participate personally and substantially in any particular matter involving specific parties in which I know 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).

In addition, I will recuse myself from participation on a case-by-case basis in any particular matter involving specific parties in which I determine that a reasonable person with knowledge of the relevant facts would question my impartiality in that matter, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

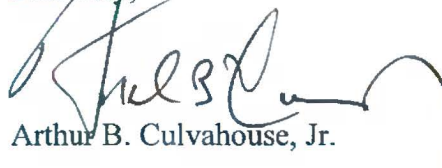
I have a managed account, and I will direct the account manager to obtain my prior approval on a case-by-case basis for the purchase of any assets other than cash, cash equivalents, investment funds that qualify for the exemption at 5 C.F.R. § 2640.201(a), obligations of the United States, or municipal bonds. I will monitor whether the account manager is following this direction regarding prior approval.

I will receive a live ethics briefing from a member of the ethics office after my confirmation but no later than 15 days after my appointment as required under 5 C.F.R. § 2638.305, unless granted an extension under that regulation. 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 will be 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 website of the U.S. Office of Government Ethics with ethics agreements of other Presidential nominees who file public financial disclosure reports.

Sincerely,



Arthur B. Culvahouse, Jr.