

May 7, 2008

Ms. Thomasenia P. Duncan  
General Counsel  
Designated Agency Ethics Official  
Federal Election Commission  
999 E Street, N.W.  
Washington, D.C. 20463

Dear Ms. Duncan:

The purpose of this letter is to describe the steps that I have taken or will take to avoid any actual or apparent conflict of interest in the event that I am confirmed for the position of Commissioner of the Federal Election 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.

My spouse is Senior Vice President for Government and Regulatory Affairs of HealthSouth Corporation. His compensation package includes a bonus structure, which is based in part on the achievement by the corporation of certain financial goals. Moreover, he holds certain HealthSouth stock options and rights to future awards of stock. Consequently, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of HealthSouth Corporation, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

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If a matter arises involving circumstances other than those outlined in this agreement that could raise questions regarding my impartiality, I will consult with the Designated Agency Ethics Official.

Sincerely,

A handwritten signature in cursive script that reads "Caroline C. Hunter". The signature is written in black ink and is positioned above the printed name.

Caroline C. Hunter