

MAY 09 2013

Ms. Judith S. Kaleta
Designated Agency Ethics Official
U.S. Department of Transportation
1200 New Jersey Ave. SE
Washington, DC 20590

Dear Ms. Kaleta:

I am committed to the highest standards of ethical conduct for government officials. 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 Secretary of Transportation at the U.S. 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 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.

Upon confirmation, I will resign from my position as Mayor of the City of Charlotte, North Carolina. For a period of one year after my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which the City of Charlotte is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Upon confirmation, I will resign from my position as Deputy General Counsel of DesignLine USA, LLC. I do not have any stock, stock options, or deferred compensation with DesignLine USA, LLC or its parent, DesignLine Corporation. For a period of one year after my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which DesignLine Corporation, including DesignLine USA, LLC, is a party or represents a party, 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: Davidson College; North Carolina Center for the Advancement of Teaching; Lynnwood Foundation; the New American City Committee; and Project Life Movement. For a period of one year after my resignation from these positions, I will not participate personally and substantially in any

particular matter involving specific parties in which any of these entities is a party or represents a party, 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: Project L.I.F.T.; U.S. Conference of Mayors; North Carolina Metropolitan Mayors Coalition; P.G.A. Diversity Initiative; the Aspen Institute's Rodel Fellowship Program for Public Leadership; and TreesCharlotte Foundation.

I received an honorarium from Elon College of Law in November 2012. For a period of one year after receiving this honorarium, I will not participate personally and substantially in any particular matter involving specific parties in which Elon University, including Elon College of Law, is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

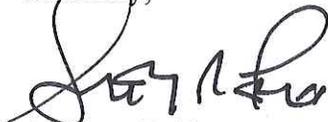
My spouse is an employee of Novant Health. I will not participate personally and substantially in any particular matter involving specific parties in which Novant Health is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I currently am associated with The Anthony Foxx Campaign Committee which was formed to support my campaign for election to be Mayor of Charlotte, North Carolina. The Anthony Foxx Campaign Committee is registered with and reports to the Mecklenburg County Board of Elections. If confirmed to the position of Secretary of Transportation, The Anthony Foxx Campaign Committee will become dormant; any funds associated with this entity will only be used during my service as Secretary of Transportation for expenditures related to maintaining it and meeting any State requirements, including ongoing reporting requirements. However, once confirmed, and during my tenure as Secretary, I will not participate in the operations or decision-making of this entity. In addition, The Anthony Foxx Campaign Committee will not solicit or accept any donations during my tenure as Secretary, and I personally will not solicit, accept, or receive funds for it and will not use its funds to engage in any partisan political activities.

I understand that as an appointee I am required to sign the Ethics Pledge (Executive 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.

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,



Anthony R. Foxx