

May 29, 2018

Mr. Craig M. Keats
General Counsel
Designated Agency Ethics Official
Surface Transportation Board
395 E Street, S.W., Room 1272
Washington DC 20423-0001

Re: Ethics Agreement

Dear Mr. Keats:

The purpose of this letter is to describe the steps I will take to avoid any actual or apparent conflict of interest in the event that I am confirmed for the position of Board Member of the Surface Transportation Board.

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 am the sole proprietor of my law firm, which does business as the law practice of "Martin J. Oberman." Upon confirmation, I will cease providing services to my clients and I will refer them to other legal counsel for any ongoing legal matters. I will complete all such referrals before I assume the duties of the position of Board Member. If I agree to accept any payment for referrals, I will consult your office regarding the applicability of 18 U.S.C. § 209 before I receive any such payment. Upon confirmation, my law practice will cease engaging in any business, including the representation of clients. During my appointment to the position of Board Member, my law practice will remain dormant and will not advertise. I will not perform any services, except that I will comply with any requirements involving legal filings, taxes and fees that are necessary to maintain my practice while it is in an inactive status. As Board Member, 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 the law practice of "Martin J. Oberman." In addition, I 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).

I have an interest in two contingency fee cases. Prior to my appointment, I will transfer one of these cases to Steven J. Plotkin, Esq. and the other case to Keith L. Davidson, Esq. I will receive a percentage of any recovery in each case, which will be fixed prior to my appointment. I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the ability or willingness of Steven J. Plotkin, Esq., Keith L. Davidson, Esq., any of the clients involved in these cases, or any opposing party to make any payments relating to these cases, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

Upon confirmation, I will resign from my position on the board of directors of the Chicago Metropolitan Agency for Planning. 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 I know the Chicago Metropolitan Agency for Planning is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I resigned from my position with Metra in June 2017. For a period of one year from my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which I know Metra is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I will retain my position as a trustee of the Estate Trust—Martin J. Oberman. I will not receive any fees for the services that I provide as a trustee during my appointment to the position of Board Member. 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 the Estate Trust—Martin J. Oberman, 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 Board's supplemental standards of ethical conduct regulations prohibit Board members from holding a pecuniary interest in any carrier providing transportation by any mode. 49 U.S.C. § 1301(b)(5). I currently hold financial interests in the following prohibited entities: Norfolk Southern Corporation, Union Pacific Corporation, Ryder Systems Inc., Delta Airlines, Inc., Southwest Airlines Company, and United Continental Holdings, Inc. I will divest these assets after my appointment but before I assume the duties of the position of Board member.

If I have a managed account or otherwise use the services of an investment professional during my appointment, I will ensure that the account manager or investment professional obtains 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

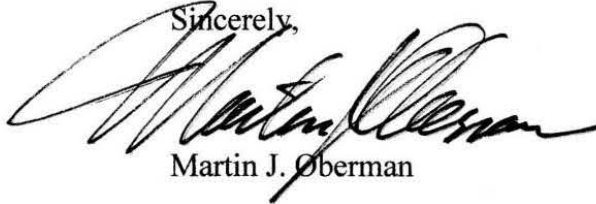
the exemption at 5 C.F.R. § 2640.201(a), obligations of the United States, or municipal bonds.

I 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 will meet in person with you during the first week of my service in the position of Board Member in order to complete the initial ethics briefing required under 5 C.F.R. § 2638.305. 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 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,

A handwritten signature in black ink, appearing to read "Martin J. Oberman", written in a cursive style.

Martin J. Oberman