

Robert J. Jackson, Jr.

September 7, 2017

Shira Pavis Minton
Designated Agency Ethics Official
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Dear Ms. Pavis Minton:

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 Commissioner of the United States Securities and Exchange Commission (SEC).

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.

Upon confirmation, I will resign from my positions with Columbia University and the Columbia University Law Review Association. 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).

Upon confirmation, I will accept a tenured position at the New York University School of Law (NYU) and immediately go on leave. Pursuant to the standard benefits offered to professors, I will receive NYU housing. 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 NYU, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for either the exemption at 5 C.F.R. § 2640.203(b) or another regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2).

I am the President and Principal Consultant of my consulting firm, which does business as RJJJR L.L.C. Upon confirmation, I will resign from my position and the firm will cease engaging in any business, including the representation of clients. Any outstanding client fees will be fixed prior to my appointment. During my appointment to the position of Commissioner, the firm will remain inactive and will not advertise. I will not perform any services for the firm, except that I will comply with any requirements involving legal filings, taxes and fees that are necessary to maintain the firm while it is in an inactive status. As Commissioner, 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 RJJJR L.L.C. 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).

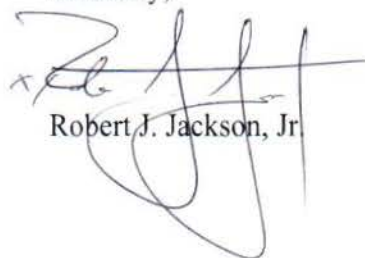
I am the President and Member of MDEV L.L.C., which holds my patents. I will continue to have a financial interest in this entity, but MDEV L.L.C. will not create or acquire any new intellectual property during my appointment as Commissioner. Instead, I will receive only passive investment income from MDEV L.L.C. 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 MDEV, L.L.C., unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1).

I will meet in person with you during the first week of my service in the position of Commissioner 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.

Finally, 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,

A handwritten signature in dark ink, appearing to read "Robert J. Jackson, Jr.", with a large, stylized flourish extending from the bottom.

Robert J. Jackson, Jr.