

May 25, 2017

Ms. Katherine D. McManus
Deputy Legal Adviser and Designated Agency Ethics Official
Office of the Legal Adviser
U.S. Department of State
Washington, DC 20520

Re: Ethics Undertakings

Dear Ms. McManus:

I am committed to the highest standards of ethical conduct for government officials. If appointed as the U.S. Ambassador to Canada, 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.

In December 2016, I liquidated my consulting firm, Kelly G. Knight LLC, and ceased providing services through the firm. I have no amounts owed to me by any of my former clients. 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 will, upon confirmation, resign from my positions with Team Ryan Joint Fundraising Committee; the Republican Governors Association; the University of Kentucky; the Derby Celebration; and the Salvation Army. 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 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).

My spouse is currently the President and Chief Executive Officer of Alliance Resource Partners, LP (Alliance) and serves on the Board of Directors of BOK Financial Corporation. For as long as my spouse continues to serve with these entities, 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 these entities or subsidiaries of these entities, 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 either 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). In addition, for the duration of my appointment to the position of U.S. Ambassador to Canada, my spouse has agreed not to communicate directly with the Department of State on behalf of these entities or the subsidiaries of these entities.

If I rely on a de minimis exemption under 5 C.F.R. § 2640.201(b) with regard to any of my financial interests in sector mutual funds, I will monitor the value of those interests. If the aggregate value of my interests in sector mutual funds that concentrate in any one sector exceeds

\$50,000, 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 any holdings of the funds that are in the specific sector in which the funds concentrate, 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 will divest my interests in the assets listed in Attachment A within 90 days of my confirmation. With regard to each of these entities, 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 entity until I have divested it, 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).

You have advised me that, at this time, I do not need to divest my interests in the following investment funds: Trilantic Capital Partners Fund III LP and Silverpeak Legacy Fund II LP. Because the likelihood that my duties will involve such matters is remote, the agency has determined that it is not necessary at this time for me to divest my interests in these entities. At this time, the funds do not pose any conflicts. However, you have explained that there is a heightened risk of a conflict of interest if any of these funds are acquiring new holdings. I understand that I am personally responsible for avoiding conflicts of interest with respect to these funds and their holdings and I will monitor the investment information made available to me regarding these funds and consult as appropriate with the Office of the Legal Adviser for Ethics and Financial Disclosure at the Department of State. If in the future the holdings of any of these funds are determined to pose a conflict with the performance of my official duties, then I may be directed to divest my interest in such funds. In that event, I will do so within 90 days of such order. With regard to each of these funds, 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 fund or its underlying holdings, 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 a heightened prospect of a conflict of interest could exist as to companies that maintain a presence in Canada, because they may be more likely than other companies to seek official assistance from or make other contact with the Embassy. I will remain alert to the possible need for recusal where appropriate.

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. Part 2635, Subpart E.

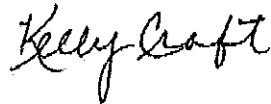
I have a managed account, and I will direct the account manager to obtain my prior approval on a case-by-case basis for the purchase of any assets other than cash, cash equivalents, investment funds that qualify for the exemption at 5 C.F.R. § 2640.201(a), obligations of the United States, or municipal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

I 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 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 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 cursive script that reads "Kelly Craft". The signature is written in dark ink and is positioned above the printed name.

Kelly Craft

Attachment A

1. The following assets in the Brokerage Account:

Energy Transfer Equity LP (ETE)
Kinder Morgan Inc. (KMI)
Natural Resource Partners LP (NRP)
Noble Energy Inc. (NBL)
Nustar Energy LP (NS)
Plains All American Pipeline LP (PAA)
Plains GP Holdings LP (PAGP)

2. The following asset:

Tulsa Investment Partnership LP

3. The following assets in Spouse Brokerage Account 1

Suncoke Energy Inc. (SXC)

4. The following assets in Spouse Trust Brokerage Account 1

Apache Corp. (APA)
ConocoPhillips (COP)
Enterprise Products Partners LP (EPD)
EOG Resources Inc. (EOG)
Kinder Morgan Inc. (KMI)
Natural Resource Partners LP (NRP)
Noble Energy Inc. (NBL)
Plains All American Pipeline LP (PAA)
Schlumberger Ltd. (SLB)
Targa Resources Corp. (TRGP)
Teekay Offshore Partners LP (TOO)

5. The following assets in Spouse Trust Brokerage Account 2

BP PLC (BP)
El Paso Natural Gas Senior Notes
Enbridge Energy Partners LP (EEP)
Energy Transfer Partners LP (ETP)
Enterprise Products Partners LP (EPD)
Ford Motor Credit Co LLC Senior Unsecured
Kinder Morgan Inc. (KMI)
Plains All American Pipeline LP (PAA)
Targa Resources Corp. (TRGP)