

Date: December 4, 2017

Ms. Katherine D. McManus
Deputy Legal Adviser and
Designated Agency Ethics Official
Office of the Legal Adviser
Department of State

Re: Ethics Undertakings

Dear Ms. McManus:

I am committed to the highest standards of ethical conduct for government officials. If confirmed as the Assistant Secretary of State for International Organizations, 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 position as advisor to Palantir Technologies, Inc. I hold vested stock options. I do not hold unvested stock options or any other equity in Palantir Technologies, Inc. Because I will continue to hold stock options in Palantir Technologies, Inc., 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 Palantir Technologies, Inc., unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

I will retain my position as a trustee of the Moley Family Trust. I will not receive any fees for the services that I provide as a trustee during my appointment to the position of Assistant Secretary. 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 Moley Family Trust, 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).

Within 90 days of my confirmation, I will divest my interests in the entities listed in Attachment A. 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).

Ms. Katherine D. McManus

I understand that I may be eligible to request a Certificate of Divestiture for qualifying assets and that a Certificate of Divestiture is effective only if obtained prior to divestiture. Regardless of whether I receive a Certificate of Divestiture, I will ensure that all divestitures discussed in this agreement occur within the agreed upon timeframes and that all proceeds are invested in non-conflicting assets.

If I rely on a *de minimis* exemption under 5 C.F.R. § 2640.202 with regard to any of my financial interests in securities, I will monitor the value of those interests. If the aggregate value of interests affected by a particular matter increases and exceeds the *de minimis* threshold, I will not participate personally and substantially in the particular matter that to my knowledge has a direct and predictable effect on the interests, unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1).

If I have a managed account during my appointment, 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 managers are following this direction regarding prior approval.

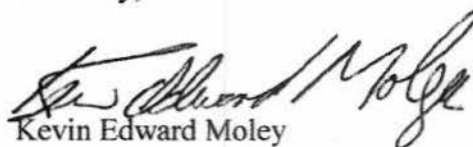
In addition, I will recuse myself from participation on a case-by-case basis in any particular matter involving specific parties in which I determine that a reasonable person with knowledge of the relevant facts would question my impartiality in that matter, unless I am first authorized to participate, pursuant to 5 C.F.R. Part 2635, Subpart E.

I 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 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,


Kevin Edward Moley

Attachment A

1. Aclaris Therapeutics Inc.;
2. AT&T, Inc.;
3. B&G Foods, Inc.;
4. Campbell Soup Co.;
5. Century Link, Inc.;
6. Chorus, Ltd.;
7. Chunghwa Telecom;
8. Cisco Systems, Inc.;
9. Coca-Cola, Co.;
10. Conagra Brands, Inc.;
11. Conduent, Inc.;
12. Cypress Semiconductor Corp.;
13. Eli Lilly & Co.;
14. Fidelity ADV Biotech;
15. Gabelli Global Healthcare and Wellness;
16. Gabelli Multimedia Trust, Inc.;
17. General Electric Co.;
18. General Mills, Inc.;
19. HP, Inc.
20. Intel Corp.;
21. Johnson & Johnson;
22. KKR & Co., LP;
23. Lamb Weston Holdings, Inc.;
24. Microsoft Corp.;
25. Mondelez International, Inc.;
26. Procter & Gamble Co.;
27. PayPal Holdings, Inc.;
28. PepsiCo, Inc.;
29. Pfizer, Inc.;
30. Ship Finance International, Ltd.;
31. Spark New Zealand;
32. Telefonica Brasil;
33. Vector Group, Ltd.;
34. Verizon Communications;
35. Vodafone Group Plc;
36. Xerox Corp.;
37. Yum Brands, Inc.;
38. Yum China Holdings Inc.;
39. Zimmer Biomet Holdings, Inc.