

Mr. Richard C. Vissek
Deputy Legal Adviser and Designated Agency Ethics Official
Office of the Legal Adviser
U.S. Department of State
Washington, DC 20520-0102

Date: May 16, 2014

Re: Ethics Undertakings

Dear Mr. Vissek:

I am committed to the highest standards of ethical conduct for government officials. If confirmed as Ambassador to the Republic of Macedonia, 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 other 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 children 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 understand that a heightened prospect of a conflict of interest could exist as to companies that maintain a presence in the Republic of Macedonia 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.

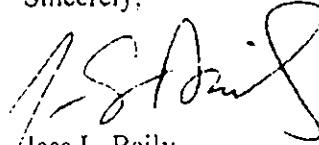
My spouse and I will divest our interests in the entities listed at Tab A within 90 days of my confirmation. With regard to each of these entities, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of the entity until we 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). I understand that I may be eligible to request a Certificate of Divestiture for these 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 divest these assets within 90 days of my confirmation and will invest the proceeds in non-conflicting assets.

I will retain my uncompensated positions as a trustee of the JPOLB Trust and of the MBW Insurance Trust. I will not receive any fees for the services that I provide as a trustee during my appointment to the position of Ambassador. I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of the JPOLB Trust or the MBW Insurance 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).

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.

Sincerely,



Jess L. Bailly

Tab A – Jess L. Baily

3M Company
American Express
Caterpillar
Cisco
Coca – Cola
Eli Lilly
Freeport-McMoRan Copper & Gold
General Electric
General Motors Co.
Intel
International Business Machine
Johnson Controls
Johnson & Johnson
Mastercard
Microsoft
Nestle ADR
Nike
Oracle
Pepsico
Pfizer
Phillip Morris
Proctor & Gamble
Time Warner Cable
United Parcel Service
Visa Inc.
Western Union