

January 11, 2017

Ms. Elizabeth J. Fischmann
Associate General Counsel for Ethics
Designated Agency Ethics Official
U.S. Department of Health and Human Services
Room 710-E, Hubert H. Humphrey Building
200 Independence Avenue, SW
Washington, DC 20201

Dear Ms. Fischmann:

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 Secretary, U.S. Department of Health and Human Services.

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 Managing Partner of Chattahoochee Associates LP. I will continue to have a financial interest in this entity, but I will not provide services material to the production of income. Instead, I will receive only passive investment income from it. 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 Chattahoochee Associates LP, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

Upon confirmation, I will resign from my position as Delegate of the American Medical Association. 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 American Medical Association is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Within 90 days of my confirmation, I will divest my interests in the following entities:

AETNA Inc.
Alphabet Inc.
Amazon.com Inc.

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American Tower REIT
Amgen Inc.
Apple Inc.
Arch Capital Group Ltd.
Arris International PLC
Athena Health Inc.
Biogen Inc.
Bristol Myers Squibb Co.
Calpine Corp.
CBS Corp.
Cognizant Tech Solutions
Crown Castle Intl Corp.
CVS Health Corp.
Danaher Corp.
Delta Airlines, Inc.
Eli Lilly & Co.
Facebook Inc.
Hewlett Packard, Inc.
Honeywell Corp.
Innate Immunotherapeutics Ltd.
Jazz Pharmaceuticals PLC
Kansas City Southern
L Brands Inc.
Lyondellbasell Industries NV
McKesson Corp.
Nextera Energy Inc.
Northrop Grumman Corp.
PG&E Corp.
Pfizer Inc.
Qihoo 360 Technology Co. Ltd.
Sempra Energy
Starbucks Corp.
Thermo Fisher Scientific, Inc.
Union Pacific Corp.
United Technologies Corp.
Verizon Communications Inc.
Whitewave Foods Corp.
Xerox Corp.
XL Group PLC
Zimmer Biomet Holdings Inc.

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

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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).

I will retain limited partnership interests in the following entities that own property rented to healthcare-related tenants (in addition to Chattahoochee Associates, discussed above):

- 1) Diagnostic Ventures of Roswell LLC;
- 2) RMC3, LLC

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, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

My spouse is employed as a representative in the Georgia state legislature, a position for which she receives a fixed annual salary. I will not participate personally and substantially in any particular matter involving specific parties in which I know the state of Georgia is a party or represents a party, unless, on a case-by-case basis, I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d). I will abide by any limitations that are placed on that authorization.

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.

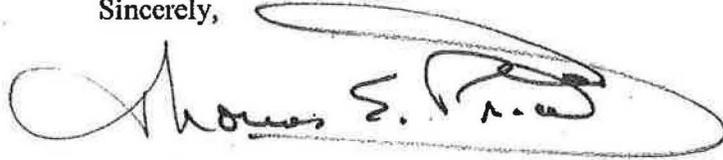
In order to avoid potential conflicts of interest during my appointment as Secretary, I, my spouse, or any minor children of mine will not acquire any direct financial interest in entities listed on the FDA prohibited holdings list or in entities involved, directly or through subsidiaries, in the following industries: (1) research, development, manufacture, distribution, or sale of pharmaceutical, biotechnology, or medical devices, equipment, preparations, treatment, or products; (2) veterinary products; (3) healthcare management or delivery; (4) health, disability, or workers compensation insurance or related services; (5) food and/or beverage production, processing or distribution; (6) communications media; (7) computer hardware, computer software, and related internet technologies; (8) wireless communications; (9) social sciences and economic research organizations; (10) energy or utilities; (11) commercial airlines, railroads, shiplines, and cargo carriers; or (12) sector mutual funds that concentrate their portfolios on one country other than the United States. In addition, we will not acquire any interests in sector mutual funds that concentrate in any of these sectors.

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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, enclosed in a large, thin oval. The signature is written in a cursive style and appears to read "Thomas E. Price, M.D.". The ink is slightly faded and the signature is somewhat stylized.

Thomas E. Price, M.D.

February 7, 2017

Ms. Elizabeth J. Fischmann
Associate General Counsel for Ethics
Designated Agency Ethics Official
U.S. Department of Health and Human Services
Room 710-E, Hubert H. Humphrey Building
200 Independence Avenue, SW
Washington, DC 20201

Dear Ms. Fischmann:

The purposes of this letter are to amend the financial disclosure report that I signed on December 15, 2016, and to supplement the ethics agreement that I signed on January 11, 2017.

A) Financial Disclosure Report

To correct inadvertent errors in my December 15, 2016, financial disclosure report, the items identified below are amended, as follows:

Part 1

#	Organization Name	City/State	Organization Type	Position Held	From	To
2	Chattahoochee Associates	Atlanta, Georgia	General Partnership	Managing and General Partner	11/1993	Present

Part 2

#	Description	EIF	Value	Income Type	Income Amount
1	Chattahoochee Associates	no	\$100,001-\$250,000		None (or less than \$201)

Part 6

#	Description	EIF	Value	Income Type	Income Amount
14.55	Amazon Com Inc	n/a	None (or less than \$1,001)	Capital Gains	\$2,501-\$5,000
15.1	Innate Immunotherapeutics Ltd. (INNMF)	n/a	\$15,001-\$50,000		None (or less than \$201)

To correct an inadvertent error in my December 15, 2016, financial disclosure report, the following item is added to that financial disclosure report:

Part 6

#	Description	EIF	Value	Income Type	Income Amount
28	Innate Immunotherapeutics Ltd. (INNMF)	n/a	\$100,001-\$250,000		None (or less than \$201)

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With regard to the assets disclosed in my December 15, 2016, financial disclosure report other than those listed above, the U.S. Office of Government Ethics has asked me to confirm that I disclosed the current value at the time of reporting. By this letter, I am confirming that I used current value with regard to those assets. This letter makes no changes to the value categories disclosed in that financial disclosure report other than those indicated above.

B) Supplement to January 11, 2017, Ethics Agreement

The new item listed above (Innate Immunotherapeutics Ltd./\$100,001-\$250,000) is covered by the commitment I made in my January 11, 2017, ethics agreement to divest all interests in Innate Immunotherapeutics Ltd. within 90 days of confirmation. In addition, the following commitments supplement my ethics agreement dated January 11, 2017.

In February 2017, I resigned from my position as Managing and General Partner of Chattahoochee Associates and transferred my ownership interest to my spouse. 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 Chattahoochee Associates, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

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 made in the ethics agreement I signed on January 11, 2017.

I have been advised that this supplement to my 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. I understand that this letter will also be released as an attachment to my public financial disclosure report.

Sincerely,

A handwritten signature in blue ink, appearing to read "Thomas E. Price", with a large, sweeping flourish underneath.

Thomas E. Price, M.D.