

Date: 7 September 2017

MEMORANDUM FOR THE RECORD

SUBJECT: Ethics Agreement

In order to avoid any financial conflict of interest in violation of 18 U.S.C. § 208(a) or the appearance of a financial conflict of interest as defined in the Standards of Ethical Conduct for Employees of the Executive Branch, 5 C.F.R. § 2635.502, and to adhere to the Ethics Pledge instituted by Executive Order 13770 issued on January 28, 2017, and entitled "Ethics Commitments by Executive Branch Appointees" (the Ethics Pledge), I am issuing the following statement.

I understand that as an appointee I must sign the Ethics Pledge and that I will be bound by the requirements and restrictions therein even if not specifically mentioned in this or any other ethics agreement.

Before beginning my covered Federal position, I resigned from my non-Federal positions with the Association of State and Territorial Health Officials (ASTHO) and the State of Georgia on July 6, 2017. Pursuant to the Ethics Pledge, I will not, for a period of two years from the date of my appointment to my covered Federal position, participate in an official capacity in any particular matter involving specific parties that is directly and substantially related to ASTHO, unless an exception applies or I am granted a waiver. I understand that this provision in the Ethics Pledge does not apply to state government entities, including the State of Georgia. Even when the two-year restriction of the Ethics Pledge does not apply, under 5 C.F.R. § 2635.502, I will not, for a period of one year from the date of my resignation from ASTHO and the State of Georgia, participate in any particular matter involving specific parties in which ASTHO or the State of Georgia is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

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 person whose interests are imputed to me, unless I first obtain a written waiver pursuant to section 208(b)(1) or qualify for a regulatory exemption, pursuant to section 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.

My spouse owns a consulting company, Thomas E. Fitzgerald III MD Inc. I will not participate in any particular matter, including both matters of general applicability as well as those involving specific parties, that will affect my spouse's compensation, either from his consulting company or consulting clients for whom he personally provided consulting services. In addition, I will not participate in any particular matter involving specific parties in which my spouse's consulting company, or any of my spouse's consulting clients, is a party or represents a party, unless authorized pursuant to 5 C.F.R. § 2635.502(d).

I (through my spouse) have financial interests in GW Ventures LLC and Greenway Messenger LLC, which are limited liability companies formed for the purpose of investing in, respectively, Greenway Health LLC, a health information technology (electronic health records) company, and Isomune, a biotech startup focusing on early cancer detection by using custom bioinformatics algorithms to analyze cell RNA sequencing data to identify tumor-specific molecules. My holdings in GW Ventures and Greenway Messenger have transferability restrictions, both legal and contractual, that make these interests currently illiquid. In the interest of keeping recusal obligations to a minimum, I will continue to be alert to any future opportunities for the interests to be liquidated or transferred; however, for as long as my spouse or I continue to hold these interests, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of GW Ventures or Greenway Messenger, or, by extension, the companies in which they have invested, Isomune and Greenway Health. This recusal obligation will result in my recusal from many particular matters in the area of cancer detection and in the area of health information technology, including electronic health records and practice management/revenue cycle software for medical practices. I agree to monitor all investment information regarding GW Ventures and Greenway Messenger, and if there are changes in the financial interests of these entities, provide such information to the Ethics Division of the Office of the General Counsel at HHS for their review to ensure that no conflicts have arisen.

I understand that the Office of Government Ethics (OGE) may issue a Certificate of Divestiture (CD) under the authority of the Internal Revenue Code, 26 U.S.C. § 1043, and implementing OGE regulations at 5 C.F.R. Part 2634, Subpart J. The rules operate not by eliminating the capital gains tax, but merely by deferring its imposition. For such deferral to be approved, the proceeds from the sale of the conflicting assets must be reinvested in permitted property within sixty (60) days: (1) any obligation of the United States; or (2) any diversified investment fund, defined as any open-end mutual fund that does not concentrate its investments in any particular or limited industrial, economic, or geographic sectors. The basis of the acquired assets is adjusted to a lower figure to reflect the nonrecognized gain. I understand that a CD is effective only if obtained prior to divestiture. Regardless of whether I receive a CD, 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.

I have reported financial interests in the following entities for which I intend to request a CD, and which I will divest within 90 days of my appointment, regardless of whether I am granted a CD:

**Healthcare & related products/pharmacies**

<b><u>Ticker</u></b>	<b><u>Name</u></b>
ABC	AmerisourceBergen Corp.
BDX	Becton, Dickenson & Co.
PKI	Perkin Elmer
UNH	United Health Group Inc (DE)
JNJ	Johnson & Johnson
MRK	Merck & Co Inc.
PG	Procter & Gamble
WMT	Wal Mart Stores
ABBV	AbbVie
AMGN	Amgen
BAX	Baxter
BCR	CR Bard
BIO	Bio-Rad Laboratories, Inc.
BSX	Boston Scientific Corporation
CAH	Cardinal Health, Inc.
CELG	Celgene Corporation
CHD	Church & Dwight Co., Inc
CL	Colgate-Palmolive Company
CLX	The Clorox Company
COO	The Cooper Companies, Inc.
COST	Costco Wholesale Corporation
CVS	CVS Health Corp.
DGX	Quest Diagnostics
ECL	Ecolab Inc.
EL	Estee Lauder Cos. Inc.
ESLOY	Essilor International SA
EW	Edwards Lifesciences Corp
HCSG	Healthcare Services Group
HRC	Hill-Rom Holdings
HSIC	Henry Schein, Inc.
HUM	Humana, Inc.
KMB	Kimberly-Clark Corp
KR	Kroger Co.
LH	Laboratory Corporation of America Holdings
LLY	Eli Lilly & Co.
MDT	Medtronic plc
MMM	3M Company
NVS	Novartis AG
PFE	Pfizer Inc
Q	Quintiles IMS Holdings, Inc
RMD	ResMed Inc

TECH	Bio-Techne Corp
TFX	Teleflex Inc
UN	Unilever NV
XRAY	DENTSPLY SIRONA Inc
ZBH	Zimmer Biomet Holdings Inc

**Information Technology and Telecommunications**

<i>Ticker</i>	<i>Name</i>
HCOM	Hawaiian Telcom Holding Co
QCOM	Qualcom inc
AAPL	Apple Inc.
T	AT&T
CSCO	Cisco Systems Inc
VZ	Verizon Communications
DATA	Tableau Software Inc
CAN	Accenture plc Class A
ADP	Automatic Data Processing
AMZN	Amazon.com Inc.
CHL	China Mobile Limited
CHT	Chunghwa Telecom Co., Ltd.
ETCMY	Eutelsat Sp ADR
FDS	FactSet Research System
GOOG	Alphabet
LMT	Lockheed Martin Corp.
MSFT	Microsoft Corp.
ORCL	Oracle Corp.
TYL	Tyler Technologies Inc
VRSN	VeriSign Inc
WDAY	Workday Inc
CCI	Crown Castle International Corp
SATS	Echostar Corporation
TKC	Turkcell Lletism Hizmetleri AS
INTC	Intel Corp
CY	Cypress Semiconductor Corporation
NOC	Northrop Grumman Corporation
TSM	Taiwan Semiconductor Manufacturing Company Ltd

**Chemical products related to food or healthcare**

<i>Ticker</i>	<i>Name</i>
DOW	Dow Chemical
DD	EI Du Pont de Nemours & Co.
MON	Monsanto Co.
PX	Praxair, Inc

**Food/Beverage/Restaurants/Tobacco**

<u>Ticker</u>	<u>Name</u>
DPZ	Domino's
BRKB	Berkshire Hathaway Class B
BUD	Anheuser Busch InBev
MCD	McDonald's Corp
BFB	Brown-Forman Corp.
BG	Bunge Ltd.
CAG	Conagra Brands, Inc
DNKN	Dunkin' Brands Group, Inc.
DPS	Dr. Pepper Snapple Group
HRL	Hormel Foods Corp.
HSY	Hershey Co.
KHC	Kraft Heinz Co.
KO	Coca-Cola Co.
LW	Lamb Weston Holdings, Inc
MDLZ	Mondelez International, Inc.
MO	Altria Group, Inc.
NSRGY	Nestle SA
PM	Philip Morris International Inc
RBGLY	Reckitt Benck GRP Sponsored ADR
SBUX	Starbucks Corp
SPB	Spectrum Brands Holdings Inc
SYF	Sysco Corporation
WFM	Whole Foods Market Inc
YUM	Yum! Brands Inc
YUMC	Yum China Holdings Inc
CASY	Casey's General Stores, Inc

**Insurance**

<u>Ticker</u>	<u>Name</u>
BBSEY	BB Seguridad Participaciones SA
AXAHY	AXA ADS
CB	Chubb Limited
CI	Cigna Corp.
CINF	Cincinnati Financial Corporation
ERIE	Erie Indemnity Company
HIG	Hartford Financial Services Group
LGGNY	Legal & General Group Plc
MKL	Markel Corporation
PRA	ProAssurance Corporation
PRU	Prudential Financial
TRV	The Travelers Companies Inc
VR	Validus Holdings Ltd

RE	Everest Re Group Ltd
RNR	RenaissanceRE Holding Ltd
SAXPY	SAMPO PLC UNSP ADR EACH REP 0.5 A SH
WTM	White Mountains Insurance Group Ltd

**Mining**

<u>Ticker</u>	<u>Name</u>
AWCMY	Alumina LTD Spon ADR
NEM	Newmont Mining Corp.
RIO	Rio Tinto Plc

**Energy & Utilities**

<u>Ticker</u>	<u>Name</u>
CSX	CSX Corp.
ENB	Enbridge Inc
XOM	Exxon Mobil
CVX	Chevron Corp.
D	Dominion Energy Inc.
DTE	DTE Energy
DUK	Duke Energy
ED	Consolidated Edison
EEP	Enbridge Energy Partners
EIX	Edison International
EOG	EOG Resources Inc.
ES	Eversource Energy
ETN	Eaton Corp.
GLPEY	GALP ENERGIA SGPS UNSP
KMI	Kinder Morgan Inc
MPC	Marathon Petroleum Corp.
MUR	Murphy Oil Corporation
OKE	ONEOK, Inc
RDS.B	Royal Dutch Shell PLC Royal Dutch Shell PLC
SU	Suncor Energy Inc
TOT	Total SA
WLL	Whiting Petroleum Corp
AEP	American Electric Power Company
NEE	NextEra Energy, Inc.
PCG	PG&E Corporation
PNW	Pinnacle West Capital Corporation
PPL	PPL Corporation
SCG	SCANA Corp
SO	Southern Company (The)
WEC	WEC Energy Group Inc
XEL	Xcel Energy Inc

**Transportation**

<u>Ticker</u>	<u>Name</u>
CNI	Canadian National Railway Company
EXPD	Expeditors International
LSTR	Landstar System, Inc.
UNP	Union Pacific Corp

**Media**

<u>Ticker</u>	<u>Name</u>
DIS	Walt Disney Co
CMCSA	Comcast Corporation
FB	Facebook
IAC	InterActiveCorp.
TWX	Time Warner Inc New
RGLXY	RTL Group

**Sector Funds Focusing on Problematic Industries**

<u>Ticker</u>	<u>Name</u>
HR	Healthcare Realty Trust Inc.
AMT	American Tower Corp. REIT

**Social Sciences & Economic Research Organizations**

<u>Ticker</u>	<u>Name</u>
VRSK	Verisk Analytics Inc

**Other Related Industries**

<u>Ticker</u>	<u>Name</u>
WM	Waste Management Inc
IP	International Paper Company
NKE	Nike Inc.
RSG	Republic Services Inc
WY	Weyerhaeuser Co

Additionally, I have reported financial interests in the following entities for which I am not eligible to receive a CD and which I will divest within 90 days of my appointment:

**Healthcare & related products/pharmacies**

<u>Ticker</u>	<u>Name</u>
WAT	Waters Corp
GE	General Electric
BMJ	Bristol Myers Squibb - option
GE	General Electric - option
JNJ	Johnson & Johnson - option

MRK	Merck & Co Inc. - option
PG	Procter & Gamble - option
WMT	Wal Mart Stores - option
A	Agilent Technologies Inc
BMY	Bristol-Myers Squibb Company
BRKR	Bruker Corporation
CHE	Chemed Corporation
DHR	Danaher Corp.
DVA	Davita Inc.
ESRX	Express Scripts Holding Co.
GILD	Gilead Sciences
LB	L Brands Inc
LPNT	LifePoint Health, Inc
MD	MEDNAX, Inc.
MTD	Mettler-Toledo International Inc
NHC	National Healthcare Corp.
OFIX	Orthofix International N.V.
OMI	Owens & Minor, Inc.
PDCO	Patterson Companies, Inc.
TEVA	Teva Pharmaceutical Industries Limited
TGT	Target Corp
ULTA	Ulta Beauty Inc
WBA	Walgreens Boots Alliance Inc
BMS	Bemis Company, Inc.

**Information Technology and Telecommunications**

<u>Ticker</u>	<u>Name</u>
CERN	Cerner Corporation
CSCO	Cisco Systems Inc - option
VZ	Verizon Communications - option
BZQIY	Bezeq The Israel Telecommunication Corporation Limited
DVMT	Dell Technologies
IBM	IBM
LDOS	Leidos Holdings Inc
LLL	L3 Technologies, Inc.
MBT	MINDBODY, Inc.
VOD	Vodafone Group Plc
INTC	Intel Corp - option
TER	Teradyne Inc

**Food/Beverage/Restaurants/Tobacco**

<u>Ticker</u>	<u>Name</u>
SJM	J M Smucker Co (The) New



MKC	McCormick & Co, Inc.
KO	Coca Cola - option
BUD	Anheuser Busch InBev - option
MCD	McDonald's Corp - option
BUFF	Blue Buffalo Pet Products, Inc.
CMPGY	Compass Group PLC
CPB	Campbell Soup Company
CST	CST Brands, Inc
FDP	Fresh Del Monte Produce Inc
GIS	General Mills
INGR	Ingredion Incorporated
K	Kellogg Co.
LANC	Lancaster Colony Corporation
NVZMY	Novozymes A/S
PNRA	Panera Bread Company
RAI	Reynolds American Inc
UVV	Universal Corp
VGR	Vector Group Ltd

**Insurance**

<u>Ticker</u>	<u>Name</u>
MET	MetLife Incorporated
MET	MetLife Inc. - option
AFL	AFLAC Incorporated
Y	Alleghany Corp
RGA	Reinsurance Group of America Inc

**Energy & Utilities**

<u>Ticker</u>	<u>Name</u>
AR	Antero Resources Corp
BPL	Buckeye Partners, L.P.
CLB	Core Laboratories N.V
COG	Cabot Oil & Gas Corporation
EPD	Enterprise Products Partners
EQM	QEQT Midstream Partners LP
ETP	Energy Transfer Partners
HAL	Halliburton Company
HFC	HollyFrontier Corp.
INT	World Fuel Services Corporation
MMP	Magellan Midstream Partners, L.P
MYX.L	MYCELX Technologies Corp.
MPLX	MPLX LP
OKS	ONEOK Partners, L.P.
OTTR	Otter Tail Corporation

OXY	Occidental Petroleum Corp.
PAA	Plains All American Pipeline LP
SLB	Schlumberger NV
SNMRY	Snam S.p.A
WMB	Williams Companies Inc (The)
WPZ	Williams Partners LP
UTL	UNITIL Corp
ABRTY	Abertis Infrasestr UNSP

**Media**

<u>Ticker</u>	<u>Name</u>
SIRI	Sirius XM Holdings Inc
SCHL	Scholastic Corp

**Sector Funds Focusing on Problematic Industries**

<u>Ticker</u>	<u>Name</u>
BCX	Blackrock Resources & Commodities Strategy Trust

**Social Sciences & Economic Research Organizations**

<u>Ticker</u>	<u>Name</u>
NLSN	Nielsen Holdings plc

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).

In order to avoid the potential for conflicts of interest during my appointment, I agree that I (and anyone whose financial interests are imputed to me, such as a spouse or minor children) will not acquire any further financial interests 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, treatments, or products; (2) veterinary products or cosmetics; (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 in any of these sectors or on one country other than the United States.

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), or obligations of the United States.

A copy of this memorandum will be distributed to the appropriate personnel to enable them to assist in screening matters that may involve my participation and which may be implicated by the above disqualification provisions. Matters from which I am disqualified should be referred to Sherri Berger, Chief Operating Officer, without my knowledge or involvement. In order to ensure that this ethics agreement continues to be effective, I will take the following steps in the future: (1) I will revise and update this memorandum whenever that is warranted by changes in my financial interests or other changed circumstances, and provide the OGC Ethics Division with a copy; and (2) I will advise my immediate administrative staff of any such changes.

  
Brenda Fitzgerald

cc: Stanley Olesh, OGC Ethics Division  
Carolyne St.Louis, CDC  
Sherri Berger [Name of Delegate]