

July 3, 2017

Ms. Elizabeth 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 Surgeon General, 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 positions with the State of Indiana, the Indiana University, IU Health Physicians, Eskenazi Health, the Eskenazi Pharmacy and Therapeutics Committee, and the Indiana Society of Anesthesiologists. For a period of one year after my resignation from each of these entities, I will not participate personally and substantially in any particular matter involving specific parties in which 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).

I will retain my position as a trustee of the Family Revocable Living Trust. I will not receive any fees for the services that I provide as a trustee during my appointment to the position of Surgeon General. 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 Family Revocable Living 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 divest my interests in the following entities within 90 days of my confirmation:

AbbVie Inc.
Adidas AG

Adobe Systems Inc.
Albermarle Corp.
Alexion Pharmaceuticals Inc.
Alibaba Group Holdings
Alleghany Corp.
Allergan PLC
Allianz SE
Allstate Corp.
Alphabet A (GOOGL)
Alphabet Inc. (GOOG)
Altria Group
Amazon
Amdocs Limited
Ameren Corp
American Electric Power Company Inc.
Anadarko Petroleum Corp.
Aon PLC
Apple
Arris International
Arrow Electronics Inc.
Astrazeneca PLC
AT&T Inc
Autodesk Inc.
AVNET Inc.
AXA SA
BASF SE
BCE Inc.
Berry Global Group
Biogen Inc.
BioMarin Pharmaceutical Inc.
Boston Properties Inc.
Boston Scientific Corp.
Bristol-Myers Squibb Co.
British American Tobacco
Broadcom Limited
Brunswick Corp.
Celgene Corp.
Charter Communications Inc.
Cisco Systems Inc.
Citrix Systems Inc.
Comcast Corp.
Concho Resources Inc.
CostCo Wholesale Corp.
Crown Holdings Inc.
CyrusOne Inc.

Deutsche Telekom
DiamondBack Energy Inc.
Discovery Communications Inc.
Dominion Resources Inc.
DOW Chemical Co.
Duke Energy Corp.
Edison International
Energen Corp.
Entergy Corp.
Enterprise Products Partners
EOG Resources Inc.
Exxon Mobil Corp.
Facebook Inc.
FleetCor Technologies Inc.
FLEX Limited Ord
Freeport-MoRan Inc.
Gilead Sciences Inc.
GlaxoSmithKline PLC
Great Plains Energy Inc.
Halliburton Co.
Harris Corp.
Illumina Inc.
Imperial Brands
Ionis Pharmaceuticals Inc.
Iron Mountain Inc.
Johnson Controls Intl
Kimberly Clark Corp.
L3 Technologies Inc.
Laboratory Corp of America
Liberty Interactive Corp.
Liberty Media Corp.
Loews Corp.
Marathon Oil Corp.
Marathon Petroleum Corp.
McDonalds Corp.
Medtronics
Merck & Co.
MFS VIT Utilities Series
Microchip Technology Inc.
Micron Technology Inc.
Microsoft Corp.
Monolithic Power Systems Inc.
Monster Beverage Corp.
Munich Rueckversicherungs-Gesellschaft AG
Mylan NV

National Grid Spon
Nestle S A
Newell Brands Inc.
Nike Inc.
Novartis AG
Nuance Communications Inc.
NVIDIA
Oasis Petroleum Inc.
Occidental Petroleum Corp
Orkla
Parsley Energy Inc.
Pfizer Inc.
PG&E Corp
Philip Morris Intl Inc.
PPL Corp
Qualcomm Inc.
Red Hat Inc.
Regency Centers Corp.
Reinsurance Group of America Inc.
Reynolds American Inc.
Roche Holding AG
Rogers Communications Inc.
Roper Technologies Inc.
Royal Dutch Shell PLC
RSP Permian Inc.
Salesforce.com Inc.
Sanofi
Scor SE
Seagate Technology
Shire PLC
Siemens AG
Sky PLC Sponsored
SL Green Realty Corp.
Splunk Inc
SSE PLC
Stanley Black and Decker
Statoil ASA
Swisscom AG
TE Connectivity Limited
Telstra Corp.
Terna Rete Elettrica Nazionale
Tesla Inc.
Texas Instruments Inc.
Time Warner Inc.
Total SA

Twitter Inc.
Ulta Beauty Inc.
Unibail-Rodamco
Unilever PLC
UnitedHealth Group
Unum Group
VeriFone Systems Inc.
Verizon Communications Inc.
Vertex Pharmaceuticals Inc.
Vodafone Group PLC
Waste Management Inc.
Weatherford International PLC
WEC Energy Group Inc.
Welltower Inc REIT
Western Digital Corp.
Workday Inc.
WR Berkley Corp.

In addition, I have financial interests in 73 prohibited holdings in amounts that did not meet the financial disclosure reporting thresholds. Within 90 days of my confirmation, I will also divest my financial interests in each of those entities. 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).

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 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.

In order to avoid potential conflicts of interest during my appointment as Surgeon General, 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)

Ms. Elizabeth Fischmann

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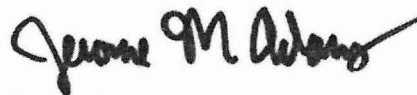
communications media; (7) computer hardware, computer software, and related internet technologies; (8) wireless communications; (9) social sciences and economic research organizations; (10) energy or utilities; (11) commercial airlines, railroads, shiplines, and cargo carriers; or (12) sector mutual 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.

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 meet in person with you during the first week of my service in the position of Surgeon General in order to complete the initial ethics briefing required under 5 C.F.R. § 2638.305. 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 black ink that reads "Jerome M. Adams". The signature is written in a cursive, slightly slanted style.

Jerome M. Adams