

Date October 18, 2009

Mr. James H. Thessin
Deputy Legal Adviser and
Designated Agency Ethics Official
U.S. Department of State
Washington, D.C. 20520-6310

Re: Ethics Undertaking Letter

Dear Mr. Thessin:

I am committed to the highest standards of ethical conduct for government officials. If confirmed as the Ambassador to the Republic of Costa Rica, 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 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.

Upon confirmation, I will resign from my position as Chairman of New Energy Nexus LLC and I will have no further role in the company. Within 90 days of my confirmation, I will divest my financial interest in New Energy Nexus LLC. Until I have fully divested such interest, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of New Energy Nexus LLC, 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). For a period of one year after my resignation

as Chairman of New Energy Nexus LLC, I will not participate personally and substantially in any particular matter involving specific parties in which that entity is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Upon confirmation, I will resign from my positions with the following entities: 1000 Friends of Maryland and the President's Advisory Council for the Nature Conservancy. I do not hold any financial interests in any of these entities. 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 that entity 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 confirmation, my spouse and I will divest our interests in Amgen, Apple, Intel, our two Legg Mason MDA Equity Funds and our Cambridge Joint Managed Stock Portfolio, and invest the proceeds in non-conflicting assets. With respect to each of these funds and each of the assets on Tab A, 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 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 any of 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 confirmation and will invest the proceeds in non-conflicting assets.

My spouse is currently a partner with the Sonnenschein Law Firm. I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of the firm, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1). I also will not participate personally and substantially in any particular matter involving specific parties in which a client of my spouse is a party or represents a party, unless I have been authorized pursuant to 5 C.F.R. § 2635.502(d). In addition, for the duration of my appointment to the position of Ambassador to the Republic of Costa Rica, my spouse has agreed not to communicate with the Department of State on behalf of the firm or any client.

I understand that a heightened prospect of a conflict of interest could exist as to companies that maintain a presence in Costa Rica because they may be more likely than other companies to seek official assistance from or make contact with the Republic of Costa Rica. I will remain alert to the possible need for recusal where appropriate. Further, if I rely on a *de minimis* exemption under 5 C.F.R. § 2640.202 with regard to any of my financial interests, 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 in the particular matter, unless I first obtain a written waiver under 18 U.S.C. § 208(b)(1).

Within 90 days of confirmation, I will document the recusals of this ethics agreement by designating in writing an individual to screen me out of conflicting matters and to reassign those matters, providing the individual with a list of assets and parties giving rise to such conflicts, and notifying you when I have completed these implementing actions.

I understand that as an appointee I am required to sign the Ethics Pledge (Exec. Order No. 13490) and that I will be bound by the requirements and restrictions therein in addition to the commitments I have made in this and any other ethics agreement.

Finally, I will provide the appropriate officials with the list of those interests I have retained or may acquire in order to support my efforts to avoid conflicts of interest. 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.

Sincerely,



Anne Slaughter Andrew

Tab A

Amgen Inc
Apple
AT&T
Biogen Inc.
Cardinal Health Inc.
Forest Laboratories
Gilead Sciences Inc.
GlaxoSmithkline PLC
Intel
Johnson & Johnson
Merck & Co., Inc.
Novartis AG
Pfizer, Inc.
SHIRE Pharmaceuticals Group, PLC
Telefonica S.A
Tyco International Ltd.
Novo-Nordisk A.S.
Verizon Communications
Vertex Pharmaceuticals, Inc.
Vodafone Group PLC
Wal-mart