



United States Senate
WASHINGTON, D. C. 20510-3204

January 5, 2009

VIA HAND DELIVERY

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

Subject: Ethics Undertakings

Dear Mr. Thessin:

I am committed to the highest standards of ethical conduct for government officials. If confirmed as Secretary of State, 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: my spouse; 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 currently hold and will continue to hold my position with The Clinton Family Foundation, which maintains all of its assets in cash. If confirmed as Secretary of State, I will not participate personally and substantially in any particular matter that has a direct and predictable effect upon this foundation, unless I first obtain a written waiver or qualify for a regulatory exemption.

My husband founded The William J. Clinton Foundation. Although neither my husband nor I has any financial interest in or fiduciary role with The William J. Clinton Foundation (or The Clinton Global Initiative), my husband has been active with this not-for-profit organization since its inception. For the duration of my appointment as Secretary if I am confirmed, I will not participate personally and substantially in any particular matter involving specific parties in which The William J. Clinton Foundation (or The Clinton Global Initiative) is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

My spouse speaks, writes and consults for compensation. If confirmed, 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 upon his compensation from persons or entities that pay him, 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 addition, I 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 am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d). I understand that, for purposes of this commitment, a "client" of my spouse is anyone with whom he has a contract for his consulting services and anyone with whom he is negotiating for such a contract.

To avoid even the appearance of a conflict, my husband and I are also voluntarily taking steps that go above and beyond the requirements of the law and ethics regulations with respect to his personal income earned from speeches and consulting as well as with respect to the William J. Clinton Foundation and its initiatives. As these steps go beyond the requirements of the law and the ethics regulations, these additional steps are outlined separately in the attached MOU between the Clinton Foundation and the Office of the President-Elect and the attached letter from my husband's counsel, David Kendall. I understand that you intend to assess the facts and circumstances of the additional voluntary measures outlined in the MOU and attached letter – specifically reviewing potential speech hosts, business entities, and certain country contributions to the Foundation – in the context of the standards and the procedures of 5 C.F.R. § 2635.502 to determine whether an appearance of a conflict may exist, in consultation with the White House as appropriate. I ask that you advise me on applicable steps that may avoid any actual or apparent conflicts of interest.

I currently am associated with three federal political organizations, HillPAC, a multicandidate political committee of which I am Honorary Chair, and my two principal campaign committees, Friends of Hillary, which was formed to support my Senate elections, and Hillary Clinton for President, which was formed to support my presidential campaign. All three committees are registered with and report to the Federal Election Commission ("FEC"). If confirmed as Secretary of State, HillPAC will cease to be active and will terminate, by filing the appropriate termination report with the FEC, as soon as practicable. If confirmed, Friends of Hillary will become dormant; any funds associated with this entity will only be used during my service as Secretary of State for expenditures related to maintaining it and meeting any FEC requirements, including ongoing reporting requirements. Hillary Clinton for President will continue to exist to engage in activities necessary to retire any outstanding debt. To the extent required for these purposes, it will make expenditures to maintain it, retire its debt, and meet any FEC requirements, including ongoing reporting requirements. During my tenure as Secretary of State, I will not participate in the operation or decision-making of these three entities, and I personally will not solicit, accept or receive funds for them and will not use their funds to engage in any partisan political activities.

Finally, I will recuse myself from participation on a case by case basis in any particular matter in which, in my judgment, I determine that a reasonable person with knowledge of the relevant facts would question my impartiality, unless I have been authorized to participate under 5 CFR,

Part 2635, Subpart E. I ask that you also bring to my attention any matters that in your judgment could give rise to a conflict of interest or an appearance of a conflict of interest and that you advise me on applicable steps that may be appropriate to avoid such conflicts.

Sincerely,

Hillary Rodham Clinton
Hillary Rodham Clinton