

January 9, 2017

Susan F. Beard
Designated Agency Ethics Official
U.S. Department of Energy
1000 Independence Ave., SW
Washington, DC 20585

Dear Ms. Beard:

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 of the U.S. Department of Energy.

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.

Effective December 31, 2016, I resigned from my positions with Celltex Therapeutics and MCNA Insurance. 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 I know 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).

Effective December 31, 2016, I resigned from my position with Energy Transfer Partners, L.P. I hold stock and unvested restricted stock. I do not hold any stock options. I intend to ask Energy Transfer Partners, L.P., to vest my unvested restricted stock. Upon my appointment, however, I will forfeit any restricted stock that is unvested as of the date of my appointment. I will divest my interests in Energy Transfer Partners, L.P., as soon as possible after confirmation and not later than 90 days after my confirmation. 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 this 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). If Energy Transfer Partners, L.P., vests any of my restricted stock, I also will not participate personally and substantially in any particular matter involving specific parties in which I know this entity is a party or represents a party for a period of two years from the date on

which my restricted stock vested, unless I first receive a written waiver pursuant to 5 C.F.R. § 2635.503(c). If Energy Transfer Partners, L.P., does not vest my restricted stock, I will not participate personally and substantially in any particular matter involving specific parties in which I know this entity is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Effective December 31, 2016, I resigned from my position with Sunoco Logistics Partners L.P. I hold stock and unvested restricted stock. I do not hold any stock options. I intend to ask Sunoco Logistics Partners L.P. to vest my unvested restricted stock. Upon my appointment, however, I will forfeit any restricted stock that is unvested as of the date of my appointment. I will divest my interests in Sunoco Logistics Partners L.P. as soon as possible after confirmation and not later than 90 days after my confirmation. 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 this 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). If Sunoco Logistics Partners L.P. vests any of my restricted stock, I also will not participate personally and substantially in any particular matter involving specific parties in which I know this entity is a party or represents a party for a period of two years from the date on which my restricted stock vested, unless I first receive a written waiver pursuant to 5 C.F.R. § 2635.503(c). If Sunoco Logistics Partners L.P. does not vest my restricted stock, I will not participate personally and substantially in any particular matter involving specific parties in which I know this entity is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

Effective December 31, 2016, I resigned from my position with Grey Rock Energy Partners. My son co-founded this company and serves as its Managing Director. For at least one year after my resignation and for so long as my son continues to work for this company, I will not participate personally and substantially in any particular matter involving specific parties in which I know Grey Rock Energy Partners is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d). If I receive an authorization under 5 C.F.R. § 2635.502(d), I will comply with any limitations specified in the authorization.

I am the Manager and, with my spouse, co-owner of ARP Holdings, through which I perform consulting work and manage some of my investments. Upon confirmation, I will cease all consulting activities. If I am owed any money for my consulting work, all amounts owed by my clients will be fixed before I assume the duties of the position of Secretary, and I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the ability or willingness of any client to pay the agreed upon amount. In addition, I will not participate personally and substantially in any particular matter involving specific parties in which I know a client of mine is a party or represents a party for a period of one year after I last provided service to that client, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

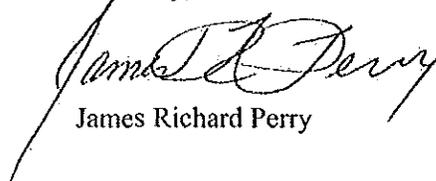
Within 90 days of my confirmation, I will divest my interests in the following entities: Enterprise Products Partners LP; Fairmount Santrol Holdings, Inc.; Grey Rock Energy Fund I; Grey Rock Energy Fund II; Microsoft; Tesla Motors; and WPP Investments LP. With regard to

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 the divestitures described have occurred, 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.

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 cursive script that reads "James R. Perry". The signature is written in black ink and is positioned above the printed name.

James Richard Perry