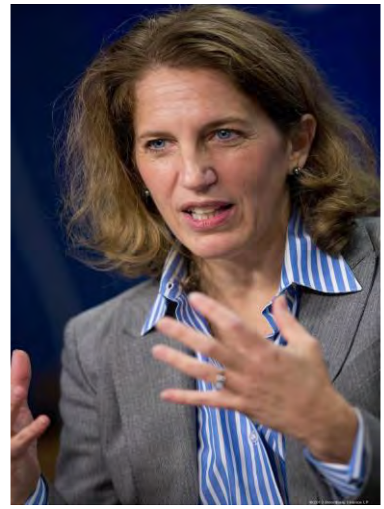
SYLVIA M. BURWELL



Health & Human Services Dept. Secretary-designate

OGE Form 278 Financial Disclosure, 2012

Submitted Mar. 4, 2013

Facebook Cartel "Dark Pool" Holding		No.
JPMorgan Chase	=	**23**
Wal-Mart	=	**21**
Microsoft/ Expedia	=	**19**
State Street Corp	=	**19**
Vanguard Group / Market Liquidity Fund	=	**16**
Morgan Stanley	=	**15**
BlackRock, Inc.	=	**14**
NBC - Comcast	=	**14**
ABC - Walt Disney Company	=	**12**
IBM	=	**12**
Goldman Sachs Group, Inc.	=	**12**
Baidu Inc. (China)	=	**9**
Facebook, Inc.	=	**9**
LinkedIn	=	**9**
CBS Corporation	=	**8**
Time Warner Cable	=	**8**
T.Rowe Price	=	**7**
Accenture	=	**6**
Athenahealth	=	**5**
Boston Scientific	=	**5**
FOX - News Corp	=	**5**
Tesla Motors, Inc.	=	**5**
Workday	=	**5**
Yandex (Russia)	=	**4**
Booz Allen Hamilton	=	**3**
CGI Group, Inc.	=	**3**
Groupon, Inc.	=	**2**
Mail.ru (Russia)	=	**2**
Dropbox	=	**2**
Subtotal		**274**
Total		**280**

Note: These holdings are consistent with similar holdings by a select group of judges and senior administration figures associated with offering Facebook IPO stock nested inside selected mutual funds, in an evident effort to avoid disclosures of conflicts of interest in matters involving Facebook. These matters include, but are not limited to *Leader v. Facebook,* HealthCare.gov, Organizing For America, Obama For America, social media-enabling of the Congressional and government websites, U.S. Patent Office Facebook page, promotion of Facebook connections throughout government agencies.

Data sources : Burwell OGE Form 278, Morningstar; *Photo: Bizjournals.*

SYLVIA M. BURWELL, Secretary designate, Health & Human Services Department, Financial Disclosure, 2012, submitted Mar. 4, 2013, HealthCare.gov and Facebook Cartel Holdings

Special Note: **Sylvia M. Burwell** holds 274 stocks in funds directly associated with Facebook interests, including numerous no-bid vendors to HealthCare.gov.

Sources: *Sylvia M. Burwell, Financial Disclosure, 20112 Morningstar*.

	Sylvia M. Burwell, 2012, sub. Mar. 4, 2013	Ticker	Facebook, Inc	Baidu, Inc (China)	Cooley Godward LLP	Accel Partners	IDG Ventures	Venrock	Hambrecht	Sands Capital Management LLP	Fenwick & West LLP	Ann H Lamont	Meritech Management LLP	CGI Group, Inc	Internap Network Services	Athenahealth	Castlight Health, Inc	Accenture	Booz Allen Hamilton	In-Qtel	LinkedIn	Mail ru (Russia)	Yandex (Russia)	Groupon, Inc	Zynga, Inc	Veri
	Legend:		■	= stock or bond held in Facebook "dark pools"																						
	Income and Value:																									
1	AllianzGI NFJ International Fund (ANJIX)	ANJIX	■																		■	■	■			
2	ALS Evergreen Chapter, Kent, WA, Advisory Board Member																									
3	Amazon.com, Inc.	AMZN																								
4	American Funds - Europacific Growth Fund (Class R-6)	RERGX		■																						
5	Artisan Mid Cap Value Fund	ARTQX														■		■	■		■					
6	Arvest Bank Cash Account (Checking)																									
7	Arvest Bank Cash Account (Savings)																									
8	Bank of American Cash Account (Checking)																									
9	Bill & Melinda Gates Foundation, President, Global Development																									
10	Columbia Acorn International	ACINX																								
11	Commercial Real Estate, Hinton, WV																									
12	Council on Foreign Relations, Board of Directors, Member																									
13	Dodge & Cox International Stock Fund	DODFX	■																							
14	Eaton Vance Parametric Tax-Managed Emerging Markets Fund (Institutional Class)	EITEX																								
15	Fidelity Contrafund Fund	FCNTX	■											■				■			■					
16	First Century Cash Account (Checking)																									
17	Goldman Sachs Absolute Return Tracker Fund (Class I)	GJRTX																								
18	Guggenheim Frontier Markets ETF Fund	FRNETF																								
19	Harbor Capital Appreciation Fund	HACAX	■																		■					
20	Henderson International Opportunities Fund	HFOAX	■	■																						
21	ING Global Real Estate Fund	IGLAX																								
22	Invesco International Growth Fund	AIIEX		■										■												
23	Invesco U.S. Small Cap Value Fund	VSCAXI																								
24	Ipath Down Jones-UBS Commodity Index Total Return ETN	DJP																								
25	IQ Hedge Multi-Strategy Tracker ETF	QAI																								
26	iShares Barclcays Tips Bond Fund	TIP																								
27	iShares Cohen & Steers Realty Majors Index Fund	ICF																			■					
28	iShares Core S&P Mid-Cap ETF (previously The iShares S&P MidCap 400 Index Fund)	IJH																								
29	iShares Core S&P Small-Cap ETF (previvously The iShares S&P Small Cap 600 Index Fund)	IJR																								
30	iShares MSCI EAFE Index Fund	EFA																								
31	iShares Russell 2000 Growth Fund Index	IWY														■										
32	iShares S&P National Amt-Free Muni bond ETF	MUB																								
33	iShares S&P Short Term National Amt-Free Municipal Bond Fund	MUB																								
34	iShares Trust Russell 3000 Index Fund	IWV	■													■		■						■		
35	JP Morgan Research Market Neutral Institutional Fund	JPMNX														■					■					
36	Lazard Developing Markets Equity Portfolio (Institutional Shares)	LZEMX																					■			
37	Loan to Mr. Schnurman																									
38	Mainstay Floating Rate Fund	MXFAX																	■							
39	Mainstay Marketfield Fund	MFLDX	■	■																						
40	Matthews Asian Growth & Income Fund	MACSX		■																						
41	Metlife Inc. (Common Stock)	MET																								
42	MetLife, Inc. Directors Deferred Compensation (Metlife, Inc. Common Stock Recievable)																									

Ethics Rule on Conflicts of Interest

"Disqualifying financial interests," prohibits an employee from participating in an official government capacity in a matter in which he has a financial interest" 5 C.F.R. Part 2635 Subpart D.

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43	MetLife, Inc. Directors Fee (Paid in Cash and Stock)																									
44	MetLife, Inc. Vested Stock Options																									
45	MetLife, Inc., New York, NY, Director																									
46	Nebraska 529 Direct College Savings Plan: Bank Savings Investment Option	NEST																								
47	Nuveen Real Estate Securities Fund (Class I)	FARCX																■								
48	Pete G. Peterson Foundation, New York, NY, Advisory Board Member																									
49	Pimco Emerging Local Bond Fund	PELBX																								
50	Pimco Total Return Fund I	PTTRX																								
51	Pimco Total Return III Fund	PTSAX																								
52	Pioneer Strategic Income	PTTRX																								
53	Powershares FYSE RAFI US 1000 ETF	PRF	■												■				■		■		■			■
54	Prudential Jennison 20/20 Focus Fund	PTWAX																			■					
55	Residential Real Estate, Hinton, WV																									
56	Robeco Boston Partners Long/Short Equity Fund	BPLSX		■												■		■								
57	Schwab Strategic Trust International Equity ETF	SCHF.P																								
58	Schwab US Treasury Money Fund	SWUXX																								
59	SPDR Barclays Capital International Treasury Bond ETF	BWX																								
60	SPDR Dow Joes Wilshire International Real Estate ETF	RWO		■										■												
61	SSgA S&P 500 Index Fund	SVSPX																■								
62	State Street - SPDR MSCI ACWI EX-US Index (ETF)	CWI		■																		■	■			
63	T.Rowe Price Large Cap Growth Fund	TRLGX	■	■																	■					
64	T.Rowe Price Mid Cap Equity Growth Fund	PMEGX																						■		
65	Templeton Global Bond Fund	TPINX																								
66	Templeton Global TotalReturn Fund	TGTRX																								
67	Templeton Institutional Funds-Foreign Smaller Companies Series Fund	FINEX																								
68	The Merger Fund	MERFX																								
69	The Nike Foundation, Beaverton, OR, Advisory Group																									
70	Tributary Small Company Fund	FOSCX																								
71	Unvested Wal-Mart Stores, Inc. Performance Shares (Vest 1/31/2013 and 1/31/2015)																									
72	Unvested Wal-Mart Stores, Inc. Rest. Stock (Vest 12/31/13, 12/31/14, 12/31/2015, and 4/23/15)																									
73	Van Eck Global Hard Assets Fund	GHAAX																								
74	Vanguard Dividend Appreciation ETF	VIG																								
75	Vanguard FTSE Emerging Markets ETF	VWO																								
76	Vanguard Index 500 Fund	VFINX																■								
77	Vanguard Inflation-Protected Securities Fund	VIPSX																								
78	Vanguard Money Market Fund	VMRXX																								
79	Vanguard REIT Index Fund	VGSNX																								
80	Vanguard Short Term Bond ETF	BND																								
81	Vanguard Short-Term Bond Index Fund Institutional Plus	VBISX																								
82	Vanguard Total Bond Market	VBITX																								
83	Vanguard Total Bond Market (ETF)	BXV																								
84	Vested Wal-Mart Stores, Inc. Performance Shares																									
85	Wal-Mart Stores, Inc. Deferred Compensation (Cash Recievable)																									
86	Wal-Mart Stores, Inc. FY 2013 Cash Incentive Receivable																									

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87	Wal-Mart Stores, Inc. Salary																									
88	Wal-Mart Stores, Inc. Signing Bonus																									
89	Wal-Mart Stores, Inc., Bentonville, AR, President, Walmart Foundation & Vice Pres., Wal-Mart Stores																									
	Total Funds holding Facebook interests =		9	9	0	0	0	0	0	0	0	0	0	3	1	5	0	6	3	0	9	2	4	2	0	1
	Cumulative total number of Facebook interests within the Funds =		9	18	18	18	18	18	18	18	18	18	18	21	22	27	27	33	36	36	45	47	51	53	53	54

Facebook Shares as of June 30, 2012

RANK	NAME	TOTAL AUM	FB SHARES AS OF JUNE 30
1	Goldman Sachs Asset Management, L.P. (U.S.)	82,329.1	36,634,486.0
2	Baillie Gifford & Company	60,809.1	19,380,440.0
3	Fidelity Management & Research Company	544,656.5	18,774,915.0
4	T. Rowe Price Associates, Inc.	338,744.6	18,663,997.0
5	Morgan Stanley Investment Management, Inc. (U.S.) 54,113.2	54,113.2	16,362,788.0
6	BlackRock Fund Advisors	768,143.8	11,690,656.0
7	Sands Capital Management, LLC	22,157.4	11,649,292.0
8	Jennison Associates, LLC	80,316.4	9,691,825.0
9	The Vanguard Group, Inc.	908,526.5	9,582,480.0
10	Capital Research Global Investors (U.S.)	366,059.2	8,273,200.0

Source: "Who Else Has a Big Bet on Facebook" by Telis Demos, *The Wall Street Journal*, Aug. 24, 2012

Facebook Cartel "Dark Pool" Holding		No.
JPMorgan Chase	=	23
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Vanguard Group / Market Liquidity Fund	=	16
Morgan Stanley	=	15
BlackRock, Inc.	=	14
NBC - Comcast	=	14
ABC - Walt Disney Company	=	12
IBM	=	12
Goldman Sachs Group, Inc.	=	12
Baidu Inc.	=	9
Facebook, Inc.	=	9
LinkedIn	=	9
CBS Corporation	=	8
Time Warner Cable	=	8
T.Rowe Price	=	7
Accenture	=	6
Athenahealth	=	5
Boston Scientific	=	5
FOX - News Corp	=	5
Tesla Motors, Inc.	=	5
Workday	=	5
Yandex (Russia)	=	4
Booz Allen Hamilton	=	3
CGI Group, Inc.	=	3
Groupon, Inc.	=	2
Mail.ru (Russia)	=	2
Dropbox	=	2
Subtotal		**274**
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	Sylvia M. Burwell, 2012, sub. Mar. 4, 2013	RealNetworks	Marc Andreessen, Andreessen Horowitz	Tesla Motors, Inc	Microsoft/ Expedia	IBM	Goldman Sachs Group, Inc	Morgan Stanley	JPMorgan Chase	State Street Corp	T Rowe Price	BlackRock, Inc	Wal-Mart	Verisign	Boston Scientific	Workday	DropBox, Inc (Goldman Sachs)	Fidelity Central Cash Fund	Fidelity Securities Lending Cash Central Fund	Janus Cash Liquidity Fund	Vanguard Group / Market Liquidity Fund	MFS Institutional Money Market Portfolio	CBS Corporation	NBC - Comcast	NBC Universal	ABC - Walt Disn	FOX
	Legend:																										
	Income and Value:																										
1	AllianzGI NFJ International Fund (ANJIX)			■	■					■						■								■			
2	ALS Evergreen Chapter, Kent, WA, Advisory Board Member																										
3	Amazon.com, Inc.																										
4	American Funds - Europacific Growth Fund (Class R-6)																										
5	Artisan Mid Cap Value Fund			■	■					■			■			■										■	
6	Arvest Bank Cash Account (Checking)																										
7	Arvest Bank Cash Account (Savings)																										
8	Bank of American Cash Account (Checking)																										
9	Bill & Melinda Gates Foundation, President, Global Development				■																						
10	Columbia Acorn International																										
11	Commercial Real Estate, Hinton, WV																										
12	Council on Foreign Relations, Board of Directors, Member																										
13	Dodge & Cox International Stock Fund																										
14	Eaton Vance Parametric Tax-Managed Emerging Markets Fund (Institutional Class)																										
15	Fidelity Contrafund Fund			■		■		■	■		■	■	■		■	■	■	■					■	■		■	
16	First Century Cash Account (Checking)																										
17	Goldman Sachs Absolute Return Tracker Fund (Class I)								■																		
18	Guggenheim Frontier Markets ETF Fund																										
19	Harbor Capital Appreciation Fund					■	■	■	■	■					■	■										■	
20	Henderson International Opportunities Fund				■				■				■								■			■			
21	ING Global Real Estate Fund																										
22	Invesco International Growth Fund																										
23	Invesco U.S. Small Cap Value Fund																										
24	Ipath Down Jones-UBS Commodity Index Total Return ETN																										
25	IQ Hedge Multi-Strategy Tracker ETF							■													■						
26	iShares Barclcays Tips Bond Fund																										
27	iShares Cohen & Steers Realty Majors Index Fund				■	■			■	■	■	■	■										■			■	■
28	iShares Core S&P Mid-Cap ETF (previously The iShares S&P MidCap 400 Index Fund)				■	■			■			■	■											■		■	
29	iShares Core S&P Small-Cap ETF (previousl The iShares S&P Small Cap 600 Index Fund)				■	■			■			■												■		■	
30	iShares MSCI EAFE Index Fund																										
31	iShares Russell 2000 Growth Fund Index											■															
32	iShares S&P National Amt-Free Muni bond ETF																										
33	iShares S&P Short Term National Amt-Free Municipal Bond Fund																										
34	iShares Trust Russell 3000 Index Fund				■	■	■	■	■			■											■	■			
35	JP Morgan Research Market Neutral Institutional Fund				■		■	■	■	■		■	■		■								■	■		■	■
36	Lazard Developing Markets Equity Portfolio (Institutional Shares)				■		■		■	■			■														
37	Loan to Mr. Schnurman																										
38	Mainstay Floating Rate Fund																				■						
39	Mainstay Marketfield Fund				■	■			■	■											■						
40	Matthews Asian Growth & Income Fund								■																		
41	Metlife Inc. (Common Stock)																										
42	MetLife, Inc. Directors Deferred Compensation (Metlife, Inc. Common Stock Recievable)																										

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43	MetLife, Inc. Directors Fee (Paid in Cash and Stock)																										
44	MetLife, Inc. Vested Stock Options																										
45	MetLife, Inc., New York, NY, Director																										
46	Nebraska 529 Direct College Savings Plan: Bank Savings Investment Option						■			■	■										■						
47	Nuveen Real Estate Securities Fund (Class I)									■																	
48	Pete G. Peterson Foundation, New York, NY, Advisory Board Member																										
49	Pimco Emerging Local Bond Fund						■	■	■	■		■															
50	Pimco Total Return Fund I								■																		
51	Pimco Total Return III Fund							■	■				■														
52	Pioneer Strategic Income						■	■	■																		
53	Powershares FYSE RAFI US 1000 ETF	■			■	■	■		■		■	■	■		■								■	■	■		
54	Prudential Jennison 20/20 Focus Fund				■			■																		■	
55	Residential Real Estate, Hinton, WV																										
56	Robeco Boston Partners Long/Short Equity Fund			■	■	■		■	■	■			■										■	■		■	■
57	Schwab Strategic Trust International Equity ETF									■																	
58	Schwab US Treasury Money Fund																										
59	SPDR Barclays Capital International Treasury Bond ETF																										
60	SPDR Dow Joes Wilshire International Real Estate ETF						■	■	■	■													■	■		■	
61	SSgA S&P 500 Index Fund				■	■	■	■	■	■	■	■	■		■								■	■		■	■
62	State Street - SPDR MSCI ACWI EX-US Index (ETF)									■																	
63	T.Rowe Price Large Cap Growth Fund							■		■	■					■											
64	T.Rowe Price Mid Cap Equity Growth Fund			■													■										
65	Templeton Global Bond Fund																										
66	Templeton Global TotalReturn Fund																										
67	Templeton Institutional Funds-Foreign Smaller Companies Series Fund																										
68	The Merger Fund				■		■					■							■		■			■			■
69	The Nike Foundation, Beaverton, OR, Advisory Group																										
70	Tributary Small Company Fund				■	■	■	■	■	■		■	■											■			
71	Unvested Wal-Mart Stores, Inc. Performance Shares (Vest 1/31/2013 and 1/31/2015)												1														
72	Unvested Wal-Mart Stores, Inc. Rest. Stock (Vest 12/31/13, 12/31/14, 12/31/2015, and 4/23/15)												1														
73	Van Eck Global Hard Assets Fund									■																	
74	Vanguard Dividend Appreciation ETF				■								■								■						
75	Vanguard FTSE Emerging Markets ETF																				■						
76	Vanguard Index 500 Fund				■	■		■	■	■	■	■						1			■			■		■	
77	Vanguard Inflation-Protected Securities Fund																				■						
78	Vanguard Money Market Fund																				■						
79	Vanguard REIT Index Fund																				■						
80	Vanguard Short Term Bond ETF																				■						
81	Vanguard Short-Term Bond Index Fund Institutional Plus								■												■						
82	Vanguard Total Bond Market						■						■								■						
83	Vanguard Total Bond Market (ETF)																				■						
84	Vested Wal-Mart Stores, Inc. Performance Shares																										
85	Wal-Mart Stores, Inc. Deferred Compensation (Cash Recievable)												■														
86	Wal-Mart Stores, Inc. FY 2013 Cash Incentive Receivable												■														

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87	Wal-Mart Stores, Inc. Salary												
88	Wal-Mart Stores, Inc. Signing Bonus												
89	Wal-Mart Stores, Inc., Bentonville, AR, President, Walmart Foundation & Vice Pres., Wal-Mart Stores												
	Total Funds holding Facebook interests =	1	0	5	19	12	12	15	23	19	7	14	21
	Cumulative total number of Facebook interests within the Funds =	55	55	60	79	91	103	118	141	160	167	181	202

	Sylvia M. Burwell, 2012, sub. Mar. 4, 2013	Verisign	Boston Scientific	Workday	DropBox, Inc (Goldman Sachs)	Fidelity Central Cash Fund	Fidelity Securities Lending Cash Central Fund	Janus Cash Liquidity Fund	Vanguard Group / Market Liquidity Fund	MFS Institutional Money Market Portfolio	CBS Corporation	NBC - Comcast	NBC Universal	ABC - Walt Disn	FOX
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89	Wal-Mart Stores, Inc., Bentonville, AR, President, Walmart Foundation & Vice Pres., Wal-Mart Stores														
	Total Funds holding Facebook interests =	0	5	5	2	2	1	0	16	0	8	14	0	12	5
	Cumulative total number of Facebook interests within the Funds =	202	207	212	214	216	217	217	233	233	241	255	255	267	272

Facebook Shares as of June 30, 2012

RANK	NAME	TOTAL AUM	FB SHARES AS OF JUNE 30
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Source: "Who Else Has a Big Bet on Facebook" by Telis Demos, *The Wall Street Journal*, Aug. 24, 2012

'Fidelity's Danoff Bets on Facebook" by Miles Weiss, *Bloomberg*, Jun. 1, 2011.

'Who Else Has A Big Bet on Facebook" by Telis Demos, *Wall Street Journal*, Aug. 24, 2012

'Morgan Stanley Funds in Big Bet Facebook Bet" by A. Lucchetti & T. Demos, *Wall Street Journal*, Aug. 24, 2012

'T. Rowe Price Discloses $190 Million Stake in Facebook" by Evelyn Rusli, *Wall Street Journal*, Apr. 15, 2011.

'T. Rowe Price Invests in Facebook" by Mary Pilon, *Wall Street Journal*, Apr. 16, 2011.

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	Sylvia M. Burwell, 2012, sub. Mar. 4, 2013	…ey Company / - News Corp	Time Warner Cable / Undisclosed	J $0 15,000	K $15,001 50,000	L $50,001 100,000	M $100,001 250,000	N $250,001 500,000	O $500,001 1,000,000	TOTAL INVESTED ($, up to)
	Legend:									
	Income and Value:			J	K	L	M	N	O	
1	AllianzGI NFJ International Fund (ANJIX)					100,000				$ 100,000
2	ALS Evergreen Chapter, Kent, WA, Advisory Board Member									
3	Amazon.com, Inc.			15,000						$ 15,000
4	American Funds - Europacific Growth Fund (Class R-6)					100,000				$ 100,000
5	Artisan Mid Cap Value Fund				50,000					$ 50,000
6	Arvest Bank Cash Account (Checking)						250,000			$ 250,000
7	Arvest Bank Cash Account (Savings)			15,000						$ 15,000
8	Bank of American Cash Account (Checking)						250,000			$ 250,000
9	Bill & Melinda Gates Foundation, President, Global Development									
10	Columbia Acorn International				50,000					$ 50,000
11	Commercial Real Estate, Hinton, WV						250,000			$ 250,000
12	Council on Foreign Relations, Board of Directors, Member									
13	Dodge & Cox International Stock Fund				50,000					$ 50,000
14	Eaton Vance Parametric Tax-Managed Emerging Markets Fund (Institutional Class)			15,000						$ 15,000
15	Fidelity Contrafund Fund				50,000					$ 50,000
16	First Century Cash Account (Checking)					100,000				$ 100,000
17	Goldman Sachs Absolute Return Tracker Fund (Class I)			1,000						$ 1,000
18	Guggenheim Frontier Markets ETF Fund			15,000						$ 15,000
19	Harbor Capital Appreciation Fund				50,000					$ 50,000
20	Henderson International Opportunities Fund				50,000					$ 50,000
21	ING Global Real Estate Fund				50,000					$ 50,000
22	Invesco International Growth Fund					100,000				$ 100,000
23	Invesco U.S. Small Cap Value Fund				50,000					$ 50,000
24	Ipath Down Jones-UBS Commodity Index Total Return ETN				50,000					$ 50,000
25	IQ Hedge Multi-Strategy Tracker ETF					100,000				$ 100,000
26	iShares Barclcays Tips Bond Fund			1,000						$ 1,000
27	iShares Cohen & Steers Realty Majors Index Fund			1,000						$ 1,000
28	iShares Core S&P Mid-Cap ETF (previously The iShares S&P MidCap 400 Index Fund)			15,000						$ 15,000
29	iShares Core S&P Small-Cap ETF (previvously The iShares S&P Small Cap 600 Index Fund)				50,000					$ 50,000
30	iShares MSCI EAFE Index Fund			15,000						$ 15,000
31	iShares Russell 2000 Growth Fund Index				50,000					$ 50,000
32	iShares S&P National Amt-Free Muni bond ETF				50,000					$ 50,000
33	iShares S&P Short Term National Amt-Free Municipal Bond Fund					100,000				$ 100,000
34	iShares Trust Russell 3000 Index Fund			15,000						$ 15,000
35	JP Morgan Research Market Neutral Institutional Fund			15,000						$ 15,000
36	Lazard Developing Markets Equity Portfolio (Institutional Shares)			15,000						$ 15,000
37	Loan to Mr. Schnurman			15,000						$ 15,000
38	Mainstay Floating Rate Fund					100,000				$ 100,000
39	Mainstay Marketfield Fund				50,000					$ 50,000
40	Matthews Asian Growth & Income Fund				50,000					$ 50,000
41	Metlife Inc. (Common Stock)						250,000			$ 250,000
42	MetLife, Inc. Directors Deferred Compensation (Metlife, Inc. Common Stock Recievable)								1,000,000	$ 1,000,000

SYLVIA M. BURWELL, Secretary designate, Health & Human Services Department, Financial Disclosure, 2012, submitted Mar. 4, 2013, HealthCare.gov and Facebook Cartel Holdings

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	Sylvia M. Burwell, 2012, sub. Mar. 4, 2013	...y Company	... News Corp	Time Warner Cable	Undisclosed	J $0 15,000	K $15,001 50,000	L $50,001 100,000	M $100,001 250,000	N $250,001 500,000	O $500,001 1,000,000	TOTAL INVESTED ($, up to)
43	MetLife, Inc. Directors Fee (Paid in Cash and Stock)									300,234		$ 300,234
44	MetLife, Inc. Vested Stock Options					15,000						$ 15,000
45	MetLife, Inc., New York, NY, Director											
46	Nebraska 529 Direct College Savings Plan: Bank Savings Investment Option					15,000						$ 15,000
47	Nuveen Real Estate Securities Fund (Class I)					15,000						$ 15,000
48	Pete G. Peterson Foundation, New York, NY, Advisory Board Member											
49	Pimco Emerging Local Bond Fund					15,000						$ 15,000
50	Pimco Total Return Fund I								250,000			$ 250,000
51	Pimco Total Return III Fund						50,000					$ 50,000
52	Pioneer Strategic Income					15,000						$ 15,000
53	Powershares FYSE RAFI US 1000 ETF						50,000					$ 50,000
54	Prudential Jennison 20/20 Focus Fund						50,000					$ 50,000
55	Residential Real Estate, Hinton, WV						50,000					$ 50,000
56	Robeco Boston Partners Long/Short Equity Fund						50,000					$ 50,000
57	Schwab Strategic Trust International Equity ETF						50,000					$ 50,000
58	Schwab US Treasury Money Fund										1,000,000	$ 1,000,000
59	SPDR Barclays Capital International Treasury Bond ETF					15,000						$ 15,000
60	SPDR Dow Joes Wilshire International Real Estate ETF					1,000						$ 1,000
61	SSgA S&P 500 Index Fund							100,000				$ 100,000
62	State Street - SPDR MSCI ACWI EX-US Index (ETF)							100,000				$ 100,000
63	T.Rowe Price Large Cap Growth Fund					15,000						$ 15,000
64	T.Rowe Price Mid Cap Equity Growth Fund						50,000					$ 50,000
65	Templeton Global Bond Fund						50,000					$ 50,000
66	Templeton Global TotalReturn Fund							100,000				$ 100,000
67	Templeton Institutional Funds-Foreign Smaller Companies Series Fund					15,000						$ 15,000
68	The Merger Fund								250,000			$ 250,000
69	The Nike Foundation, Beaverton, OR, Advisory Group											
70	Tributary Small Company Fund					15,000						$ 15,000
71	Unvested Wal-Mart Stores, Inc. Performance Shares (Vest 1/31/2013 and 1/31/2015)								250,000			$ 250,000
72	Unvested Wal-Mart Stores, Inc. Rest. Stock (Vest 12/31/13, 12/31/14, 12/31/2015, and 4/23/15)										1,000,000	$ 1,000,000
73	Van Eck Global Hard Assets Fund					15,000						$ 15,000
74	Vanguard Dividend Appreciation ETF					15,000						$ 15,000
75	Vanguard FTSE Emerging Markets ETF						50,000					$ 50,000
76	Vanguard Index 500 Fund						50,000					$ 50,000
77	Vanguard Inflation-Protected Securities Fund					15,000						$ 15,000
78	Vanguard Money Market Fund						50,000					$ 50,000
79	Vanguard REIT Index Fund								250,000			$ 250,000
80	Vanguard Short Term Bond ETF						50,000					$ 50,000
81	Vanguard Short-Term Bond Index Fund Institutional Plus						50,000					$ 50,000
82	Vanguard Total Bond Market								250,000			$ 250,000
83	Vanguard Total Bond Market (ETF)					1,000						$ 1,000
84	Vested Wal-Mart Stores, Inc. Performance Shares								250,000			$ 250,000
85	Wal-Mart Stores, Inc. Deferred Compensation (Cash Recievable)								250,000			$ 250,000
86	Wal-Mart Stores, Inc. FY 2013 Cash Incentive Receivable										500,000	$ 500,000

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87	Wal-Mart Stores, Inc. Salary								407,115	$ 407,115
88	Wal-Mart Stores, Inc. Signing Bonus								500,000	$ 500,000
89	Wal-Mart Stores, Inc., Bentonville, AR, President, Walmart Foundation & Vice Pres., Wal-Mart Stores									
	Total Funds holding Facebook interests =	8	0	$ 335,000	$ 1,350,000	$ 1,000,000	$ 2,750,000	$ 300,234	$ 4,407,115	$ 10,142,349
	Cumulative total number of Facebook interests within the Funds =	280		$ 335,000	$ 1,685,000	$ 2,685,000	$ 5,435,000	$ 5,735,234	$ 10,142,349	

Facebook Shares as of June 30, 2012

RANK	NAME	TOTAL AUM	FB SHARES AS OF JUNE 30
1	Goldman Sachs Asset Management, L.P. (U.S.)	82,329.1	36,634,486.0
2	Baillie Gifford & Company	60,809.1	19,380,440.0
3	Fidelity Management & Research Company	544,656.5	18,774,915.0
4	T. Rowe Price Associates, Inc.	338,744.6	18,663,997.0
5	Morgan Stanley Investment Management, Inc. (U.S.) 54,113.2	54,113.2	16,362,788.0
6	BlackRock Fund Advisors	768,143.8	11,690,656.0
7	Sands Capital Management, LLC	22,157.4	11,649,292.0
8	Jennison Associates, LLC	80,316.4	9,691,825.0
9	The Vanguard Group, Inc.	908,526.5	9,582,480.0
10	Capital Research Global Investors (U.S.)	366,059.2	8,273,200.0

Source: "Who Else Has a Big Bet on Facebook" by Telis Demos, *The Wall Street Journal*, Aug. 24, 2012

Ethics Rule on Conflicts of Interest:

"Disqualifying financial interests," prohibits an employee from participating in an official government capacity in a matter in which he has a financial interest" 5 C.F.R. Part 2635 Subpart D.

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	Legend:
	Income and Value:
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89	Wal-Mart Stores, Inc., Bentonville, AR, President, Walmart Foundation & Vice Pres., Wal-Mart Stores

Total Funds holding Facebook interests =

Cumulative total number of Facebook interests within the Funds =

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Source: "Who Else Has a Big Bet on Facebook" by Telis Demos, *The Wall Street Journal*, Aug. 24, 2012

OGE Form 278 (Rev. 12/2011)
5 C.F.R. Part 2634
U.S. Office of Government Ethics

Executive Branch Personnel PUBLIC FINANCIAL DISCLOSURE REPORT

Form Approved:
OMB No. 3209-0001

Date of Appointment, Candidacy, Election, or Nomination *(Month, Day, Year)*	Reporting Status (Check Appropriate Boxes)	Incumbent [ ]	Calendar Year Covered by Report	New Entrant, Nominee, or Candidate [X]	Termination Filer [ ] Termination Date *(If Applicable) (Month, Day, Year)*
Reporting Individual's Name	Last Name: Burwell			First Name and Middle Initial: Sylvia M	
Position for Which Filing	Title of Position: Director			Department or Agency *(If Applicable)*: Office of Management and Budget	
Location of Present Office (or forwarding address)	Address *(Number, Street, City, State, and ZIP Code)*: 725 17th Street, NW, Washington DC 20503			Telephone No. *(Include Area Code)*: 202-395-4840	
Position(s) Held with the Federal Government During the Preceding 12 Months *(If Not Same as Above)*	Title of Position(s) and Date(s) Held: None				
Presidential Nominees Subject to Senate Confirmation	Name of Congressional Committee Considering Nomination: Committee on Homeland Security and Governmental Affairs; Budget Committee			Do You Intend to Create a Qualified Diversified Trust? [ ] Yes [X] No	
Certification I CERTIFY that the statements I have made on this form and all attached schedules are true, complete and correct to the best of my knowledge.	Signature of Reporting Individual: Sy M Burwell			Date *(Month, Day, Year)*: 3/4/2013	
Other Review (If desired by agency)	Signature of Other Reviewer			Date *(Month, Day, Year)*	
Agency Ethics Official's Opinion On the basis of information contained in this report, I conclude that the filer is in compliance with applicable laws and regulations (subject to any comments in the box below).	Signature of Designated Agency Ethics Official/Reviewing Official			Date *(Month, Day, Year)*: 3/4/2013	
Office of Government Ethics Use Only	Signature			Date *(Month, Day, Year)*: 3/21/13	

Comments of Reviewing Officials *(If additional space is required, use the reverse side of this sheet)*

(Check box if filing extension granted & indicate number of days ______ [ ]

(Check box if comments are continued on the reverse side [ ]

Fee for Late Filing
Any individual who is required to file this report and does so more than 30 days after the date the report is required to be filed, or, if an extension is granted, more than 30 days after the last day of the filing extension period, shall be subject to a $200 fee.

Reporting Periods
Incumbents: The reporting period is the preceding calendar year except Part II of Schedule C and Part I of Schedule D where you must also include the filing year up to the date you file. Part II of Schedule D is not applicable.

Termination Filers: The reporting period begins at the end of the period covered by your previous filing and ends at the date of termination. Part II of Schedule D is not applicable.

Nominees, New Entrants and Candidates for President and Vice President:

Schedule A--The reporting period for income (BLOCK C) is the preceding calendar year and the current calendar year up to the date of filing. Value assets as of any date you choose that is within 31 days of the date of filing.

Schedule B--Not applicable.

Schedule C, Part I (Liabilities)--The reporting period is the preceding calendar year and the current calendar year up to any date you choose that is within 31 days of the date of filing.

Schedule C, Part II (Agreements or Arrangements)--Show any agreements or arrangements as of the date of filing.

Schedule D--The reporting period is the preceding two calendar years and the current calendar year up to the date of filing.

Agency Use Only

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Supersedes Prior Editions.

Reporting Individual's Name		Page Number
Burwell, Sylvia M.	**SCHEDULE A**	1

Assets and Income — BLOCK A

Valuation of Assets at close of reporting period — BLOCK B

Income: type and amount. If "None (or less than $201)" is checked, no other entry is needed in Block C for that item. — BLOCK C

For you, your spouse, and dependent children, report each asset held for investment or the production of income which had a fair market value exceeding $1,000 at the close of the reporting period, or which generated more than $200 in income during the reporting period, together with such income.

For yourself, also report the source and actual amount of earned income exceeding $200 (other than from the U.S. Government). For your spouse, report the source but not the amount of earned income of more than $1,000 (except report the actual acount of any honoraria over $200 of your spouse).

None ☐

#	Asset	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Type: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	Over $5,000,000	Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria
Examples	Central Airlines Common				x												x						x										
Examples	Doe Jones & Smith, Hometown, State			x																												Law Partnership Income $130,000	
Examples	Kempstone Equity Fund					x								x										x									
Examples	IRA: Heartland 500 Index Fund							x						x											x								
1	AllianzGI NFJ International Value Fund (ANJIX)				X									X			X						X										
2	AMAZON.COM, INC.		X																		X												
3	Artisan Mid Cap Value Fund			X										X			X			X				X									
4	Nebraska 529 Direct College Savings Plan: Bank Savings Investment Option		X											X			X				X												
5	COLUMBIA ACORN INTERNATIONAL			X										X			X					X											

* This category applies only if the asset/income is solely that of the filer's spouse or dependent children. If the asset/income is either that of the filer or jointly held by the filer with the spouse or dependent children, mark the other higher categories of value, as appropriate.

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U.S. Office of Government Ethics

Reporting Individual's Name	SCHEDULE A continued (Use only if needed)	Page Number
Burwell, Sylvia M.		2

Income: type and amount. If "None (or less than $201)" is checked, no other entry is needed in Block C for that item.

	Assets and Income (BLOCK A)	Valuation of Assets at close of reporting period (BLOCK B): None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Income (BLOCK C) Type: Dividends	Rent and Royalties	Interest	Capital Gains	Amount: None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	Over $5,000,000	Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria
1	DODGE & COX INTERNATIONAL STOCK FUND			X										X			X					X											
2	EATON VANCE PARAMETRIC TAX-MANAGED EMERGING MARKETS FUND (Institutional Class)		X											X			X				X												
3	AMERICAN FUNDS - EUROPACIFIC GROWTH FUND (CLASS R-6)				X									X			X						X										
4	FIDELITY CONTRAFUND FUND			X										X			X					X											
5	NUVEEN GLOBAL INFRASTRUCTURE FUND (CLASS Y)		X											X			X			X		X											
6	NUVEEN REAL ESTATE SECURITIES FUND (CLASS I) (FARCX)		X											X			X			X					X								
7	GOLDMAN SACHS ABSOLUTE RETURN TRACKER FUND (GJRTX) (CLASS I)	X												X						X		X											
8	GUGGENHEIM FRONTIER MARKETS ETF FUND		X											X			X				X												
9	HARBOR CAPITAL APPRECIATION FUND (HACAX)			X										X			X				X												

* This category applies only if the asset/income is solely that of the filer's spouse or dependent children. If the asset/income is either that of the filer or jointly held by the filer with the spouse or dependent children, mark the other higher categories of value, as appropriate.

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Reporting Individual's Name		Page Number
Burwell, Sylvia M.	**SCHEDULE A continued** (Use only if needed)	3

Block A: Assets and Income

Block B: Valuation of Assets at close of reporting period

Block C: Income: type and amount. If "None (or less than $201)" is checked, no other entry is needed in Block C for that item.

#	Assets and Income (Block A)	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Type: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	Over $5,000,000	Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria
1	HENDERSON INTERNATIONAL OPPORTUNITIES FUND			X										X			X				X												
2	ING GLOBAL REAL ESTATE FUND			X										X			X			X			X										
3	INVESCO INTERNATIONAL GROWTH FUND				X									X			X					X											
4	INVESCO U.S. SMALL CAP VALUE FUND			X										X			X			X				X									
5	IPATH DOW JONES-UBS COMMODITY INDEX TOTAL RETURN ETN			X																X	X												
6	IQ HEDGE MULTI-STRATEGY TRACKER ETF				X									X			X					X											
7	ISHARES S&P NATIONAL AMT-FREE MUNI BOND ETF (MUB)			X										X			X						X										
8	ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND	X												X			X			X					X								
9	ISHARES MSCI EAFE INDEX FUND		X											X			X					X											

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Reporting Individual's Name: Burwell, Sylvia M.

SCHEDULE A continued
(Use only if needed)

Assets and Income — BLOCK A

Valuation of Assets at close of reporting period — BLOCK B

Income: type and amount. If "None (or less than $201)" is checked, no other entry is needed in Block C for that item. — BLOCK C

#	Assets and Income (Block A)	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Type: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	Over $5,000,000	Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria
1	ISHARES RUSSELL 2000 GROWTH INDEX FUND		X											X							X												
2	ISHARES CORE S&P 500 ETF (previously ISHARES S&P 500 INDEX ETF)			X										X			X			X				X									
3	iShares Core S&P Mid-Cap ETF (previously The iShares S&P MidCap 400 Index Fund)		X											X			X				X												
4	iShares Core S&P Small-Cap ETF (previously The iShares S&P Small Cap 600 Index Fund)			X										X			X					X											
5	ISHARES BARCLAYS TIPS BOND FUND	X												X			X			X					X								
6	ISHARES S&P SHORT TERM NATIONAL AMT-FREE MUNICIPAL BOND FUND				X									X			X					X											
7	ISHARES TRUST RUSSELL 3000 INDEX FUND		X											X			X				X												
8	JP MORGAN RESEARCH MARKET NEUTRAL INSTITUTIONAL FUND		X											X							X												
9	LAZARD DEVELOPING MARKETS EQUITY PORTFOLIO (INSTITUTIONAL SHARES)		X											X			X				X												

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Reporting Individual's Name: Burwell, Sylvia M.

SCHEDULE A continued

(Use only if needed)

	Assets and Income (BLOCK A)	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Dividends	Rent and Royalties	Interest	Capital Gains	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	Over $5,000,000	Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria
		BLOCK B															BLOCK C: Type				Amount												
1	MAINSTAY FLOATING RATE FUND				X									X			X					X											
2	MAINSTAY MARKETFIELD FUND			X										X						X		X											
3	MATTHEWS ASIAN GROWTH & INCOME FUND			X										X			X					X											
4	THE MERGER FUND (MERFX)				X									X			X			X			X										
5	METLIFE INC. (COMMON STOCK)					X											X								X								
6	PIMCO EMERGING LOCAL BOND FUND		X											X			X					X											
7	PIMCO TOTAL RETURN FUND I					X								X			X			X					X								
8	PIMCO TOTAL RETURN III FUND	X												X			X			X			X										
9																																	

Valuation of Assets at close of reporting period (Block B). Income: type and amount. If "None (or less than $201)" is checked, no other entry is needed in Block C for that item.

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Reporting Individual's Name	SCHEDULE A continued	Page Number
Burwell, Sylvia M.	(Use only if needed)	6

Assets and Income — BLOCK A

Valuation of Assets at close of reporting period — BLOCK B

Income: type and amount. If "None (or less than $201)" is checked, no other entry is needed in Block C for that item. — BLOCK C

#	Assets and Income	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Type: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	Over $5,000,000	Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria
1	PIONEER STRATEGIC INCOME			X										X			X			X			X										
2	PIONEER STRATEGIC INCOME		X											X			X					X											
3	POWERSHARES FTSE RAFI US 1000 ETF (PRF)			X										X			X					X											
4	PRUDENTIAL JENNISON 20/20 FOCUS FUND			X										X			X			X			X										
5	ROBECO BOSTON PARTNERS LONG/SHORT EQUITY FUND			X										X						X			X										
6	SCHWAB US Treasury Money Fund (SWUXX)							X						X			X				X												
7	SCHWAB STRATEGIC TRUST INTERNATIONAL EQUITY ETF			X										X			X					X											
8	SPDR BARCLAYS CAPITAL INTERNATIONAL TREASURY BOND ETF (BWX)		X											X			X			X			X										
9																																	

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Reporting Individual's Name: Burwell, Sylvia M.

SCHEDULE A continued

(Use only if needed)

Assets and Income — BLOCK A

Valuation of Assets at close of reporting period — BLOCK B

Income: type and amount. If "None (or less than $201)" is checked, no other entry is needed in Block C for that item. — BLOCK C

#	Assets and Income (BLOCK A)	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Type: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	Over $5,000,000	Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria
1	SPDR DOW JONES WILSHIRE INTERNATIONAL REAL ESTATE ETF	X												X			X			X				X									
2	SSgA S & P 500 INDEX FUND (SVSPX)			X										X							X												
3	STATE STREET - SPDR MSCI ACWI EX-US INDEX (ETF)				X									X							X												
4	T. ROWE PRICE MID CAP EQUITY GROWTH FUND (PMEGX)			X										X			X			X	X												
5	T. ROWE PRICE LARGE CAP GROWTH FUND (TRLGX)		X											X							X												
6	TEMPLETON GLOBAL BOND FUND			X										X			X			X				X									
7	TEMPLETON GLOBAL TOTALRETURN FUND				X									X			X			X		X											
8	TEMPLETON INSTITUTIONAL FUNDS-FOREIGN SMALLER COMPANIES SERIES FUND		X											X			X			X	X												
9	TRIBUTARY SMALL COMPANY FUND		X											X							X												

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Reporting Individual's Name: Burwell, Sylvia M.

SCHEDULE A continued

(Use only if needed)

Assets and Income — BLOCK A

Valuation of Assets at close of reporting period — BLOCK B

#	Assets and Income (BLOCK A)	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust
1	VAN ECK GLOBAL HARD ASSETS FUND I		X											X		
2	VANGUARD DIVIDEND APPRECIATION ETF		X											X		
3	VANGUARD DIVIDEND GROWTH FUND			X										X		
4	VANGUARD EQUITY INCOME FUND		X											X		
5	VANGUARD EXTENDED MARKET INDEX FUND		X											X		
6	VANGUARD INDEX 500 FUND			X										X		
7	VANGUARD INFLATION-PROTECTED SECURITIES FUND		X											X		
8	VANGUARD MONEY MARKET FUND (VMRXX)			X										X		
9	VANGUARD FTSE EMERGING MARKETS ETF (VWO)			X										X		

Income: type and amount. If "None (or less than $201)" is checked, no other entry is needed in Block C for that item. — BLOCK C

#	Assets and Income (BLOCK A)	Type: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	Over $5,000,000	Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria
1	VAN ECK GLOBAL HARD ASSETS FUND I	X			X	X												
2	VANGUARD DIVIDEND APPRECIATION ETF	X					X											
3	VANGUARD DIVIDEND GROWTH FUND	X			X			X										
4	VANGUARD EQUITY INCOME FUND					X												
5	VANGUARD EXTENDED MARKET INDEX FUND					X												
6	VANGUARD INDEX 500 FUND	X					X											
7	VANGUARD INFLATION-PROTECTED SECURITIES FUND					X												
8	VANGUARD MONEY MARKET FUND (VMRXX)	X				X												
9	VANGUARD FTSE EMERGING MARKETS ETF (VWO)	X					X											

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Reporting Individual's Name		Page Number
Burwell, Sylvia M.	**SCHEDULE A continued** (Use only if needed)	9

Assets and Income — BLOCK A

Valuation of Assets at close of reporting period — BLOCK B

Income: type and amount. If "None (or less than $201)" is checked, no other entry is needed in Block C for that item. — BLOCK C

#	Assets and Income (BLOCK A)	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Type: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	Over $5,000,000	Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria
1	VANGUARD REIT INDEX FUND (VGSNX)		X											X							X												
2	VANGUARD SHORT TERM BOND ETF (BND)			X										X			X			X		X											
3	VANGUARD SHORT-TERM BOND INDEX FUND INSTITUTIONAL PLUS			X										X							X												
4	VANGUARD TOTAL BOND MARKET (ETF) (BSV)	X												X			X			X				X									
5	VANGUARD TOTAL BOND MARKET (VBTIX)					X								X			X			X				X									
6																																	
7																																	
8																																	
9																																	

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Reporting Individual's Name		Page Number
Burwell, Sylvia M.	**SCHEDULE A continued** (Use only if needed)	10

Assets and Income — BLOCK A

Valuation of Assets at close of reporting period — BLOCK B

#	Assets and Income	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust
1	Commerical Real Estate, Hinton, WV					X										
2	Residential Real Estate, Hinton WV			X												
3	Loan to Mr. Schnurman		X													
4	Bank of America Cash Account (Checking)					X										
5	First Century Cash Account (Checking)				X											
6	Arvest Bank Cash Account (Checking)					X										
7	Arvest Bank Cash Account (Savings)		X													
8																
9																

Income: type and amount. If "None (or less than $201)" is checked, no other entry is needed in Block C for that item. — BLOCK C

#	Assets and Income	Type: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	Over $5,000,000	Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria
1	Commerical Real Estate, Hinton, WV					X												
2	Residential Real Estate, Hinton WV					X												
3	Loan to Mr. Schnurman					X												
4	Bank of America Cash Account (Checking)			X		X												
5	First Century Cash Account (Checking)			X		X												
6	Arvest Bank Cash Account (Checking)			X		X												
7	Arvest Bank Cash Account (Savings)			X		X												
8																		
9																		

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Reporting Individual's Name	SCHEDULE A continued (Use only if needed)	Page Number
Burwell, Sylvia M.		11

Assets and Income BLOCK A	Valuation of Assets at close of reporting period BLOCK B															Income: type and amount. If "None (or less than $201)" is checked, no other entry is needed in Block C for that item. BLOCK C																
																Type				Amount												
	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Dividends	Rent and Royalties	Interest	Capital Gains	None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	Over $5,000,000	Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria
1 MetLife, Inc. Directors Deferred Compensation (Metlife, Inc. Common Stock Recievable)							X													X												
2 MetLife, Inc. Directors Fees (Paid in Cash and Stock)																															$300,234	
3 MetLife, Inc. Vested Stock Options		X																		X												
4																																
5																																
6																																
7																																
8																																
9																																

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Reporting Individual's Name	SCHEDULE A continued	Page Number
Burwell, Sylvia M.	(Use only if needed)	12

Assets and Income — BLOCK A

Valuation of Assets at close of reporting period — BLOCK B

Income: type and amount. If "None (or less than $201)" is checked, no other entry is needed in Block C for that item. — BLOCK C

#	Assets and Income (BLOCK A)	None (or less than $1,001)	$1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Type: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: None (or less than $201)	$201 - $1,000	$1,001 - $2,500	$2,501 - $5,000	$5,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	Over $5,000,000	Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria
1	Vested Wal-Mart Stores, Inc. Performance Shares					X															X												
2	Unvested Wal-Mart Stores, Inc. Performance Shares (Vest 1/31/2014 and 1/31/2015)					X															X												
3	Unvested Wal-Mart Stores, Inc. Restricted Stock (Vest 12/31/2013, 12/31/2014, 12/31/2015, and 4/23/2015)							X													X												
4	Wal-Mart Stores, Inc.																															Salary $407,115	
5	Wal-Mart Stores, Inc.																															Signing Bonus $500,000	
6	Wal-Mart Stores, Inc. FY 2013 Cash Incentive Receivable						X														X												
7	Wal-Mart Stores, Inc. Deferred Compensation (Cash Recievable)					X															X												
8																																	
9																																	

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Do not complete Schedule B if you are a new entrant, nominee, or Vice Presidential or Presidential Candidate

Reporting Individual's Name		Page Number
Burwell, Sylvia M.	**SCHEDULE B**	13

Part I: Transactions

None ☐

Report any purchase, sale, or exchange by you, your spouse, or dependent children during the reporting period of any real property, stocks, bonds, commodity futures, and other securities when the amount of the transaction exceeded $1,000. Include transactions that resulted in a loss.

Do not report a transaction involving property used solely as your personal residence, or a transaction solely between you, your spouse, or dependent child. Check the "Certificate of divestiture" block to indicate sales made pursuant to a certificate of divestiture from OGE.

	Identification of Assets	Transaction Type (x): Purchase	Sale	Exchange	Date (Mo., Day, Yr.)	Amount of Transaction (x): $1,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000	Certificate of divestiture
Example	Central Airlines Common	x			2/1/99			x									
1																	
2																	
3																	
4																	
5																	

* This category applies only if the underlying asset is solely that of the filer's spouse or dependent children. If the underlying asset is either held by the filer or jointly held by the filer with the spouse or dependent children, use the other higher categories of value, as appropriate.

Part II: Gifts, Reimbursements, and Travel Expenses

For you, your spouse and dependent children, report the source, a brief description, and the value of: (1) gifts (such as tangible items, transportation, lodging, food, or entertainment) received from one source totaling more than $350 and (2) travel-related cash reimbursements received from one source totaling more than $350. For conflicts analysis, it is helpful to indicate a basis for receipt, such as personal friend, agency approval under 5 U.S.C. § 4111 or other statutory authority, etc. For travel-related gifts and reimbursements, include travel itinerary, dates, and the nature of expenses provided. Exclude anything given to you by the U.S. Government; given to your agency in connection with official travel; received from relatives; received by your spouse or dependent child totally independent of their relationship to you; or provided as personal hospitality at the donor's residence. Also, for purposes of aggregating gifts to determine the total value from one source, exclude items worth $140 or less. See instructions for other exclusions.

None ☐

	Source *(Name and Address)*	Brief Description	Value
Examples	Nat'l Assn. of Rock Collectors, NY, NY	Airline ticket, hotel room & meals incident to national conference 6/15/99 (personal activity unrelated to duty)	$500
	Frank Jones, San Francisco, CA	Leather briefcase (personal friend)	$385
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Reporting Individual's Name	SCHEDULE C	Page Number
Burwell, Sylvia M.		14

Part I: Liabilities

Report liabilities over $10,000 owed to any one creditor at **any time** during the reporting period by you, your spouse, or dependent children. Check the highest amount owed during the reporting period. **Exclude** a mortgage on your personal residence unless it is rented out; loans secured by automobiles, household furniture or appliances; and liabilities owed to certain relatives listed in instructions. See instructions for revolving charge accounts.

None ☐

	Creditors *(Name and Address)*	Type of Liability	Date Incurred	Interest Rate	Term if applicable	$10,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000
Examples	First District Bank, Washington, DC	Mortgage on rental property, Delaware	1991	8%	25 yrs.			x								
	John Jones, Washington, DC	Promissory note	1999	10 %	on demand					x						
1	Aspire Resources Inc., West Des Moines, IA	Student Loan (Spouse)	2004	2.625 %	25yrs			X								
2	Arvest Mortgage Company, Bentonville, AR	Mortgage (Primary Residence)	2011	3.625 %	15 yrs					X						
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* This category applies only if the liability is solely that of the filer's spouse or dependent children. If the liability is that of the filer or a joint liability of the filer with the spouse or dependent children, mark the other higher categories, as appropriate.

Part II: Agreements or Arrangements

Report your agreements or arrangements for: (1) continuing participation in an employee benefit plan (e.g. pension, 401k, deferred compensation); (2) continuation of payment by a former employer (including severance payments); (3) leaves of absence; and (4) future employment. See instructions regarding the reporting of negotiations for any of these arrangements or benefits.

None ☐

	Status and Terms of any Agreement or Arrangement	Parties	Date
Example	Pursuant to partnership agreement, will receive lump sum payment of capital account & partnership share calculated on service performed through 1/00.	Doe Jones & Smith, Hometown, State	7/85
1	I will divest my vested MetLife, Inc. stock options as soon as permitted following my confirmation, but no later than 60 days from my confirmation.	MetLife, Inc.	1/04
2	As soon as permitted following my confirmation, but no later than 60 days from my confirmation I will divest all of the MetLife, Inc. common stock that I receive through the MetLife, Inc. Non-Management Directors Deferred Compensation Plan.	MetLife, Inc.	1/04
3	I will continue to participate in the Bill and Melinda Gates Foundation 457(b), 403(b) and 401(k) plans. All of the holdings of these plans are reported on Schedule A. The Foundation has not made any further contributions since my resignation.	Bill and Melinda Gates Foundation	4/01
4	Pursuant to my employment agreement and company policy, I will receive a cash incentive payment for services rendered in fiscal year 2013.	Wal-Mart Stores, Inc.	10/11
5	In accordance with the Walmart Deferred Compensation Matching Plan, a portion of my salary was deferred. The deferred salary will be paid to me by Wal-Mart Stores, Inc. in a lump sum within 60 days of my resignation.	Wal-Mart Stores, Inc.	10/11
6	Vested Wal-Mart Stores, Inc. performance shares: Pursuant to the company plan, I will receive Wal-Mart Stores, Inc. stock. I will divest the stock as soon as permitted following my confirmation but no later than 90 days from confirmation.	Wal-Mart Stores, Inc.	10/11

Reporting Individual's Name		Page Number
Burwell, Sylvia M.	SCHEDULE C	15

Part I: Liabilities

Report liabilities over $10,000 owed to any one creditor at any time during the reporting period by you, your spouse, or dependent children. Check the highest amount owed during the reporting period. Exclude a mortgage on your personal residence unless it is rented out; loans secured by automobiles, household furniture or appliances; and liabilities owed to certain relatives listed in instructions. See instructions for revolving charge accounts.

None ☐

	Creditors *(Name and Address)*	Type of Liability	Date Incurred	Interest Rate	Term if applicable	$10,001 - $15,000	$15,001 - $50,000	$50,001 - $100,000	$100,001 - $250,000	$250,001 - $500,000	$500,001 - $1,000,000	Over $1,000,000*	$1,000,001 - $5,000,000	$5,000,001 - $25,000,000	$25,000,001 - $50,000,000	Over $50,000,000
Examples	First District Bank, Washington, DC	Mortgage on rental property, Delaware	1991	8%	25 yrs.			x								
	John Jones, Washington, DC	Promissory note	1999	10 %	on demand					x						
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* This category applies only if the liability is solely that of the filer's spouse or dependent children. If the liability is that of the filer or a joint liability of the filer with the spouse or dependent children, mark the other higher categories, as appropriate.

Part II: Agreements or Arrangements

Report your agreements or arrangements for: (1) continuing participation in an employee benefit plan (e.g. pension, 401k, deferred compensation); (2) continuation of payment by a former employer (including severance payments); (3) leaves of absence; and (4) future employment. See instructions regarding the reporting of negotiations for any of these arrangements or benefits.

None ☐

	Status and Terms of any Agreement or Arrangement	Parties	Date
Example	Pursuant to partnership agreement, will receive lump sum payment of capital account & partnership share calculated on service performed through 1/00	Doe Jones & Smith, Hometown, State	7/85
1	I will forfeit any unvested Wal-Mart Stores, Inc. performance shares at my resignation.	Wal-Mart Stores, Inc.	10/11
2	I will forfeit any unvested Wal-Mart Stores, Inc. restricted stock at my resignation.	Wal-Mart Stores, Inc.	10/11
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Reporting Individual's Name		Page Number
Burwell, Sylvia M.	**SCHEDULE D**	16

Part I: Positions Held Outside U.S. Government

Report any positions held during the applicable reporting period, whether compensated or not. Positions include but are not limited to those of an officer, director, trustee, general partner, proprietor, representative, employee, or consultant of any corporation, firm, partnership, or other business enterprise or any non-profit organization or educational institution. **Exclude** positions with religious, social, fraternal, or political entities and those solely of an honorary nature.

None ☐

	Organization *(Name and Address)*	Type of Organization	Position Held	From *(Mo., Yr.)*	To *(Mo., Yr.)*
Examples	Nat'l Assn. of Rock Collectors, NY, NY	Non-profit education	President	6/92	Present
	Doe Jones & Smith, Hometown, State	Law firm	Partner	7/85	1/00
1	Bill and Melinda Gates Foundation, Seattle, WA	Private Foundation	President, Global Development	4/01	11/11
2	MetLife, Inc., New York, NY	Insurance Company	Director	1/04	Present
3	Wal-Mart Stores, Inc., Bentonville, AR	Retail Company	President, Walmart Foundation & Vice President, Walmart Stores,	1/12	Present
4	Council on Foreign Relations, Washington, DC	Non-Profit	Member, Board of Directors	6/07	Present
5	Pete G. Peterson Foundation, New York, NY	Non-Profit	Advisory Board Member	12/09	Present
6	The Nike Foundation, Beaverton, OR	Corporate Foundation	Advisory Group	3/05	Present

Part II: Compensation in Excess of $5,000 Paid by One Source

Report sources of more than $5,000 compensation received by you or your business affiliation for services provided directly by you during any one year of the reporting period. This includes the names of clients and customers of any corporation, firm, partnership, or other business enterprise, or any other non-profit organization when you directly provided the services generating a fee or payment of more than $5,000. You need not report the U.S. Government as a source.

Do not complete this part if you are an Incumbent, Termination Filer, or Vice Presidential or Presidential Candidate.

None ☐

	Source *(Name and Address)*	Brief Description of Duties
Examples	Doe Jones & Smith, Hometown, State	Legal services
	Metro University (client of Doe Jones & Smith), Moneytown, State	Legal services in connection with university construction
1	MetLife, Inc., New York, NY	Board Service
2	Wal-Mart Stores, Inc., Bentonville, AR	Employment as President, Walmart Foundation; Vice President, Wal-Mart Stores, Inc.
3	Bill and Melinda Gates Foundation, Seattle, WA	President, Global Development
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OGE Form 278 (Rev. 12/2011)
5 C.F.R. Part 2634
U.S. Office of Government Ethics

Reporting Individual's Name		Page Number
Burwell, Sylvia M.	**SCHEDULE D**	17

Part I: Positions Held Outside U.S. Government

Report any positions held during the applicable reporting period, whether compensated or not. Positions include but are not limited to those of an officer, director, trustee, general partner, proprietor, representative, employee, or consultant of any corporation, firm, partnership, or other business enterprise or any non-profit organization or educational institution. **Exclude** positions with religious, social, fraternal, or political entities and those solely of an honorary nature.

None ☐

	Organization *(Name and Address)*	Type of Organization	Position Held	From *(Mo., Yr.)*	To *(Mo., Yr.)*
Examples	Nat'l Assn. of Rock Collectors, NY, NY	Non-profit education	President	6/92	Present
	Doe Jones & Smith, Hometown, State	Law firm	Partner	7/85	1/00
1	ALS Evergreen Chapter, Kent, WA	Non-Profit	Advisory Board Member	1/08	Present
2	Alliance for a Green Revolution in Africa (AGRA), Westlands, Nairobi	Non-Profit	Board Member	2007	2011
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Part II: Compensation in Excess of $5,000 Paid by One Source

Report sources of more than $5,000 compensation received by you or your business affiliation for services provided directly by you during any one year of the reporting period. This includes the names of clients and customers of any corporation, firm, partnership, or other business enterprise, or any other non-profit organization when you directly provided the services generating a fee or payment of more than $5,000. You need not report the U.S. Government as a source.

Do not complete this part if you are an Incumbent, Termination Filer, or Vice Presidential or Presidential Candidate.

None ☐

	Source *(Name and Address)*	Brief Description of Duties
Examples	Doe Jones & Smith, Hometown, State	Legal services
	Metro University (client of Doe Jones & Smith), Moneytown, State	Legal services in connection with university construction
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March 4, 2013

Jonathan E. Rackoff
Assistant General Counsel and
Designated Agency Ethics Official
Office of Management and Budget
725 17th Street, NW, Room 5001
Washington, DC 20503

Re: Ethics Agreement

Dear Mr. Rackoff:

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 Director, Office of Management and Budget.

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 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.

Promptly after confirmation, but no later than 90 days from my confirmation, I will divest my interests in the following entities:

- Amazon.com, Inc.;
- ING Global Real Estate Fund;
- Vanguard REIT Index Fund(VGSNX); and
- Nuveen Real Estate Securities Fund (FARCX)

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 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).

Upon confirmation, I will resign from my position with MetLife, Inc. I own shares of MetLife, Inc. common stock. I also own vested stock options for shares of MetLife, Inc. common stock. I do not own any unvested stock options for shares of MetLife, Inc. common stock. In addition, under the MetLife Non-Management Director Deferred Compensation Plan, I have a vested interest in the MetLife Deferred Stock Account, which is paid to me in the form of

MetLife, Inc. common stock. I previously elected to receive some of the common stock awards in a lump sum payment at resignation and some of the common stock awards in annual installments. The installment payments will be accelerated, and I will receive the MetLife, Inc. common stock at resignation. As soon as permitted following my confirmation, but no later than 60 days from my confirmation, I will divest all of my common stock and all of my vested stock options. If I divest the stock options by exercising them, I will divest the resulting shares of MetLife, Inc. common stock as soon as permitted following my confirmation, but no later than 60 days from my confirmation. Until I have divested all of these financial interests, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of MetLife, Inc., 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, for a period of one year after my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which MetLife, Inc. 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 as President of the Walmart Foundation and Vice President of Wal-Mart Stores, Inc. In accordance with the Walmart Deferred Compensation Matching Plan, a portion of my salary was deferred. The deferred salary will be paid to me by Wal-Mart Stores, Inc. in a lump sum within 60 days of my resignation as an officer of Wal-Mart Stores, Inc. In addition, I will receive a cash incentive payment for the work I performed during fiscal year 2013, ended January 31, 2013. The amount of the cash incentive payment will be fixed on February 27, 2013. I will receive a portion of the cash incentive payment before March 15, 2013, and a portion of the cash incentive payment will be paid to me within 60 days of my resignation as an officer of Wal-Mart Stores, Inc. I will not receive a cash incentive or other bonus for fiscal year 2014, which began February 1, 2013. Until I have received these payments, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the ability or willingness of Wal-Mart Stores, Inc. to make these payments to me, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1). In addition, for a period of one year after my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which the Walmart Foundation or Wal-Mart Stores, Inc. is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I own unvested Wal-Mart Stores, Inc. restricted stock and unvested performance shares (which are rights to receive shares of Wal-Mart Stores, Inc. common stock if certain performance conditions are met). Upon my resignation from my positions as President of the Walmart Foundation and Vice President of Wal-Mart Stores, Inc., I will forfeit all unvested performance shares and unvested restricted stock. In addition, I have vested Wal-Mart Stores, Inc. performance shares. These shares will be converted into Wal-Mart Stores, Inc. common stock prior to March 15, 2013. A portion of the shares of common stock will be distributed directly to me, and a portion will be deferred pursuant to the Wal-Mart Stores, Inc. Stock Incentive Plan of 2010 (the "SIP"). The shares of common stock deferred into the SIP will be distributed to me as soon as permitted, but no later than 60 days from my confirmation. As soon as permitted following my confirmation, but no later than 90 days from my confirmation, I will divest all of my shares of Wal-Mart Stores, Inc. stock. Until I have divested all of these financial interests, I will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of the Wal-Mart Stores, Inc., 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).

Upon confirmation, I will resign from my positions with the following entities:

- The Council on Foreign Relations; and
- The Nike Foundation.

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).

Upon confirmation, I will resign from my positions with the following entities:

- ALS Evergreen Chapter; and
- Pete G. Peterson Foundation.

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.

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 other ethics agreements of Presidential nominees who file public financial disclosure reports.

Sincerely,

S M Burwell

Sylvia M. Burwell