

**CERTIFICATE OF COMPLIANCE WITH NEW YORK PUBLIC PENSION
FUND REFORM CODE OF CONDUCT**

Freeman Spogli & Co. (together with its affiliates, "Freeman Spogli") hereby certifies to each of the public pension funds listed on Appendix 1 (the "Public Pension Fund") as follows with respect to Freeman Spogli's compliance with the New York Attorney General's Public Pension Fund Reform Code of Conduct (the "Code of Conduct"). Capitalized terms used in this certificate and not defined herein will have the meanings given to them in the Code of Conduct.

1. Attached hereto as Exhibit A is a complete list of all Contributions required to be disclosed to the Public Pension Fund by Freeman Spogli pursuant to paragraphs 7(b) and 7(c) of the Code of Conduct.
2. Attached hereto as Exhibit B is the information required to be disclosed to the Public Pension Fund by Freeman Spogli pursuant to paragraph 8 of the Code of Conduct.
3. Freeman Spogli has adopted procedures reasonably designed to cause Freeman Spogli to comply with the Code of Conduct. Such procedures are in full force and effect and Freeman Spogli is in compliance therewith as of the date of this certificate.

Dated As of January 30, 2013
FREEMAN SPOGLI & CO.

By: 

Name: William M. Wardlaw

Title: Partner

EXHIBIT A

Set forth below is a list of all contributions required to be disclosed pursuant to paragraph 7(b) and 7(c) of the Code of Conduct.

1. Bradford M. Freeman, Chairman
11100 Santa Monica Blvd., Suite 1900
Los Angeles, CA 90025

Name and title of recipient of contribution	Office or position for which contribution given	Amount of contribution	Date of contribution
George Allen	US Senate from VA	\$2,500	03/07/2012
Mitt Romney	U.S. President	\$2,500	05/04/2012
Mitt Romney	U.S. President	\$2,500	07/11/2012
Feinstein for Senate	U.S. Senate for CA	\$2,500	08/08/2012
Lincoln Club	Dues	\$ 150	09/21/2012
Kathy Hawkin	North Dakota House	\$2,500	09/26/2012
Scott Brown	US Senate for MA	\$2,500	09/28/2011
Jeff Flake	US Senate for AZ	\$2,500	09/28/2012
Dean Heller	US Senate for NV	\$2,500	09/28/2012
Connie Mack	US Senate from FL	\$2,500	09/28/2012
Richard Mourdock	US Senate for IN	\$2,500	09/28/2012
Majority 2012	NRSC	\$30,800	09/28/2012
Denny Rehberg	US Senate for MT	\$1,200	09/28/2012
Tommy Thompson	US Senate for WI	\$2,500	09/28/2012
Heather Wilson	US Senate for NM	\$2,500	09/28/2012
Frederick Sutton	Los Angeles City Council	\$ 700	12/21/2012

2. Ronald P. Spogli, Chief Executive Officer
 11100 Santa Monica Blvd., Suite 1900
 Los Angeles, CA 90025

Name and title of recipient of contribution	Office or position for which contribution given	Amount of contribution	Date of contribution
George Allen	U.S. Senate	\$2,500	03/23/2012
Governor Mitt Romney	U.S. President	\$2,500	05/05/2012
Governor Mitt Romney	U.S. President	\$50,000	07/10/2012

3. William M. Wardlaw, Vice President and Secretary
 11100 Santa Monica Blvd., Suite 1900
 Los Angeles, CA 90025

Name and title of recipient of contribution	Office or position for which contribution given	Amount of contribution	Date of contribution
Tom LaBonge Officeholder Account	Los Angeles City Council	\$500	07/01/2012
Friends of Lois Capps	U.S. House of Representative	\$2,500	07/24/2012
Donnelly for Indiana	U.S. Senate	\$2,500	08/07/2012
Dr. Matthew Lin for Assembly	California Assembly	\$1,500	08/10/2012
David Roberts for City Council	Los Angeles City Council	\$ 700	12/07/2012

4. Georgia Spogli, Relative of Ronald P. Spogli
 11100 Santa Monica Blvd., Suite 1900
 Los Angeles, CA 90025

Name and title of recipient of contribution	Office or position for which contribution given	Amount of contribution	Date of contribution
George Allen	U.S. Senate	\$2,500	05/24/2012
George Allen	U.S. Senate	\$2,500	07/06/2012

5. John M. Roth, President and Chief Operating Officer
 299 Park Avenue, 20th floor
 New York, NY 10171

Name and title of recipient of contribution	Office or position for which contribution given	Amount of contribution	Date of contribution
Mitt Romney	U.S. President	\$2,500	09/07/2012
Connie Maek	U.S. Senate	\$2,500	09/07/2012
Scott Brown	U.S. Senate	\$2,500	09/07/2012
Linda McMahon	U.S. Senate	\$2,500	09/07/2012

6. Todd W. Halloran, Vice President
 299 Park Avenue, 20th floor
 New York, NY 10171

Name and title of recipient of contribution	Office or position for which contribution given	Amount of contribution	Date of contribution
Mitt Romney	U.S. President	\$2,500	05/20/2012
Mitt Romney	U.S. President	\$2,500	07/28/2012

7. Jon D. Ralph, Vice President
 11100 Santa Monica Blvd., Suite 1900
 Los Angeles, CA 90025

Name and title of recipient of contribution	Office or position for which contribution given	Amount of contribution	Date of contribution
Romney for President	President of the U.S.	\$2,500	04/2012
Romney for President	President of the U.S.	\$2,500	05/2012

- 8.. Christian B. Johnson
 299 Park Avenue, 20th floor
 New York, NY 10171

Name and title of recipient of contribution	Office or position for which contribution given	Amount of contribution	Date of contribution
Barack Obama	U.S. President	\$100	10/23/2012

9. Lauren Roth, Relative of John Roth
299 Park Avenue, 20th floor
New York, NY 10171

Name and title of recipient of contribution	Office or position for which contribution given	Amount of contribution	Date of contribution
Romney for President	President of the U.S.	\$2,500	04/2012
Romney for President	President of the U.S.	\$2,500	08/2012

None of J. Frederick Simmons, Brad J. Brutocao, Benjamin D. Geiger and Lou Losorelli has made any political contributions in the prior calendar year.

EXHIBIT B

Set forth below is the name and title of each Executive Officer of Freeman Spogli and Lou Losorelli, who along with the Executive Officers, is responsible for communicating with Public Pension Funds.

<u>Name</u>	<u>Title</u>
Bradford M. Freeman	Chairman
Ronald P. Spogli	Chief Executive Officer
John M. Roth	President and Chief Operating Officer
Brad J. Brutocao	Vice President
Benjamin D. Geiger	Vice President
Todd W. Halloran	Vice President
Jon D. Ralph	Vice President
J. Frederick Simmons	Vice President and Treasurer
William M. Wardlaw	Vice President and Secretary
Lou Losorelli	Chief Financial Officer

- (a) None of the above individuals is a current or former Official, Public Pension Official, Public Pension Fund Advisor, or Public Pension Plan Fiduciary or employee, advisor, or a Relative of any such person.
- (b) Most of the individuals listed above have met with, and made presentations to, Public Pension Fund Officials of the Public Pension Fund and several Public Pension Fund Advisors.
- (c) None of the individuals listed in the chart above has been registered as a Lobbyist with any state or the federal government in the past two years.
- (d) Freeman Spogli certifies that the information set forth above is accurate.

APPENDIX 1

1. California State Teachers' Retirement System
2. Florida Retirement System Trust Fund
3. New York City Employees' Retirement System
4. New York City Fire Department Pension Fund
5. New York City Police Pension Fund
6. New York State Common Retirement Fund
7. Pension Reserves Investment Trust Fund
8. Public Employees Retirement System of Ohio
9. School Employees Retirement Board of Ohio
10. State of Connecticut Retirement Plans and Trust Funds
11. State Teachers Retirement System of Ohio
12. Teachers' Retirement System of the City of New York