

**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, 2015
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

Date of the Contribution made	Name and Title of Incumbent or Candidate, or Name of Political Party or Subdivision, or Name of Political Action Committee	Name of State or Local Government Office	Amount of Contribution
01/02/2014	The Pell Committee	Governor, RI	\$1,000
01/17/2014	Ed Gillespie	VA Senate	\$2,600
04/14/2014	Damon Dunn	Long Beach, CA Mayor	\$7,500
05/15/2014	Michelle Nunn	GA Senate	\$2,600
06/02/2014	Damon Dunn	Long Beach, CA Mayor	\$750
07/24/2014	Republican National Committee	-	\$25,000
08/29/2014	Ed Gillespie	VA Senate	\$2,600
09/05/2014	Boehner for Speaker	PAC	\$25,000
09/05/2014	Republican Party	Kentucky	\$10,000
09/13/2014	Mike McFadden	MN Senate	\$2,600
09/18/2014	Mike Rounds	SD Senate	\$2,600
09/18/2014	Tom Cotton	AR Senate	\$2,600
09/18/2014	David Purdue	GA Senate	\$2,600
09/18/2014	Joni Ernst	IA Senate	\$2,600

09/18/2014	Thom Tillis	NC Senate	\$2,600
09/18/2014	Bill Cassidy	LA Senate	\$2,600
09/18/2014	Cory Gardner	CO Senate	\$2,600
09/18/2014	Scott Brown	NH Senate	\$2,600
10/02/2014	Lincoln Club	CA dues	\$150

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

Date of the Contribution made	Name and Title of Incumbent or Candidate, or Name of Political Party or Subdivision, or Name of Political Action Committee	Name of State or Local Government Office	Amount of Contribution
January 14, 2014	Nunn for Senate	U.S. Senate - Georgia	\$1,000
March 11, 2014	Genethia Hayes for School Board	School Board Los Angeles - CA	\$1,000
March 20, 2014	CHLA – PAC	Children’s Hospital of Los Angeles PAC	\$ 400
May 27, 2014	Friends of Dick Durbin	U.S. Senate - Illinois	\$1,000
August 11, 2014	Bock for Congress	U.S. House of Representative - Indiana	\$1,000
September 25, 2014	Chris Holden for Assembly	California Assembly	\$2,500
December 26, 2014	Committee to Re-Elect Emily Gabel-Luddy	Burbank CA City Council	\$ 400

December 29, 2014	Huizar for City Council	Los Angeles CA City Council	\$ 700
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3. Todd W. Halloran, Vice President
299 Park Avenue, 20th floor
New York, NY 10171

Date of the Contribution made	Name and Title of Incumbent or Candidate, or Name of Political Party or Subdivision, or Name of Political Action Committee	Name of State or Local Government Office	Amount of Contribution
August 11, 2014	Mike McFadden	US Senate MINN	\$1,600

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

Date of the Contribution made	Name and Title of Incumbent or Candidate, or Name of Political Party or Subdivision, or Name of Political Action Committee	Name of State or Local Government Office	Amount of Contribution
June 6, 2014	Rubio Victory Committee	US Senate - FLA	\$2,500
September 10, 2014	Boehner for Speaker	PAC	\$25,000

5. James F. Simmons, Vice President
 11100 Santa Monica Blvd., Suite 1900
 Los Angeles, CA 90025

Date of the Contribution made	Name and Title of Incumbent or Candidate, or Name of Political Party or Subdivision, or Name of Political Action Committee	Name of State or Local Government Office	Amount of Contribution
May 2014	David Hadley	CA State Assembly	\$4,000

6. John Roth, President and Chief Operating Officer
 299 Park Avenue, 20th Floor
 New York, NY 10171

Date of the Contribution made	Name and Title of Incumbent or Candidate, or Name of Political Party or Subdivision, or Name of Political Action Committee	Name of State or Local Government Office	Amount of Contribution
10/7/2014	Cory Gardner	US Senate – Colorado	\$2,600
10/7/2014	Tom Cotton	US Senate – Arkansas	\$2,600
10/7/2014	Jeff Bell	US Senate – New Jersey	\$2,600

10/7/2014	Bill Cassidy	US Senate – Louisiana	\$2,600
10/7/2014	Joni Ernst	US Senate – Iowa	\$2,600
10/7/2014	Thom Tillis	US Senate – North Carolina	\$2,600
10/7/2014	Scott Brown	US Senate – New Hampshire	\$2,600
10/8/2014	Dan Sullivan	US Senate – Alaska	\$2,600
11/10/2014	Bill Cassidy	US Senate – Louisiana (run-off)	\$2,600

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

Date of the Contribution made	Name and Title of Incumbent or Candidate, or Name of Political Party or Subdivision, or Name of Political Action Committee	Name of State or Local Government Office	Amount of Contribution
Jan 27, 2014	David Hadley	CA State Assembly	\$2,500

8. Haniff Brown, Associate
299 Park Avenue, 20th Floor
New York, NY 10171

Date of the Contribution made	Name and Title of Incumbent or Candidate, or Name of Political Party or Subdivision, or Name of Political Action Committee	Name of State or Local Government Office	Amount of Contribution
March 6, 2014	Steven Cook	San Francisco School Board	\$200

None of Brad Brutocao, Benjamin D. Geiger, Lou Losorelli and John Hwang 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, Lou Losorelli and John Hwang. These individuals are 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
John Hwang	Principal

- (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 the Public Pension Fund Advisor, if any, to the Public Pension Fund.
- (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. Employees Retirement System of Georgia
3. Florida Retirement System Trust Fund
4. Kansas Public Employee Retirement System
5. New Mexico Investment Council
6. New York City Employees' Retirement System
7. New York City Fire Department Pension Fund
8. New York City Police Pension Fund
9. New York State Common Retirement Fund
10. Pension Reserves Investment Trust Fund
11. Public Employees Retirement System of Ohio
12. School Employees Retirement Board of Ohio
13. State of Connecticut Retirement Plans and Trust Funds
14. State Teachers Retirement System of Ohio
15. State Treasurer of the State of Michigan
16. Teachers' Retirement System of the City of New York