

**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 29, 2016
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, Co-Chairman
11100 Santa Monica Blvd., Suite 1900
Los Angeles, CA 90025

Date of the Contribution	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
1-7-15	Right to Rise Super PAC, Inc.	-	\$1,000,000
1-15-15	Right to Rise Super PAC, Inc.	-	\$2,931.15 In-Kind donation
1-29-15	North Dakota Republican Party	-	\$125
2-6-15	Friends of John McCain	Senate – AZ	\$5,200
4-16-15	Grant Starrett for Congress	Congress – Tennessee	\$5,400
5-1-15	Hoeven for Senate	Senate – North Dakota	\$2,700
5-1-15	Dr. Ref Rodriguez	LAUSD Board	\$1,000
5-22-15	North Dakota Republican Party	-	\$1,000
6-3-15	California Republican Party	-	\$100
6-19-15	Kathryn Barger	Supervisor in Los Angeles County	\$500
7-24-15	Phil Graham	State Assembly – LA	\$4,200
7-24-15	North Dakota Republican Party	-	\$2,000
8-6-15	National Republican Senatorial Committee	-	\$33,400
8-20-15	Ducey 2014	Governor of Arizona	\$4,000

9-25-15	Republican National Committee	-	\$70,000
10-2-15	Jeff Flake	Senator – AZ	\$2,700
10-2-15	Lincoln Club	Dues	\$175
10-13-15	Hoeven for Senate	Senate – ND	\$5,400
10-14-15	John Boehner for Speaker	PAC	\$10,000
10-23-15	Ron Johnson	Senate – Wisconsin	\$2,700
10-28-15	Kristi Noem	Congress – South Dakota	\$2,700
11-11-15	Joni Ernst	Iowa PAC	\$2,700
12-15-15	Dr. Joe Heck	Senate – Nevada	\$2,700
12-11-15	Lisa Murkowski	Senate – Alaska	\$2,700
12-23-15	Right to Rise USA	-	\$100,000
12-30-15	Republican Governors Association	PAC	\$25,000

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

Date of the Contribution	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
February 9	Krekorian for City Council Officeholder	Los Angeles City Council	\$500
February 9	Mike Gatto for Senate	California State Senate	\$2,000

March 18, 2015	Schiff for Congress	U.S. House of Representatives – CA	\$2,700
April 21, 2015	Grant Starrett for Congress	U.S. House of Representatives – TN	\$2,700
April 21, 2015	Mark Ridley Thomas for Supervisor 2016	Los Angeles County Supervisor	\$1,000
April 28, 2015	Hillary for America	President of the U.S.	\$2,700
June 1, 2015	Loretta Sanchez for Senate	U.S. Senate – CA	\$2,700
October 15, 2015	Chris Holden for Assembly 2016	California Assembly	\$2,500
November 24, 2015	Kathryn Barger for Supervisor 2016	Los Angeles County Supervisor	\$500

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

Date of the Contribution	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
April 10, 2015	Grant Starrett	Congress – TN	\$2,700

4. Ronald P. Spogli, Co-Chairman
11100 Santa Monica Blvd., Suite 1900
Los Angeles, CA 90025

Date of the Contribution	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
2-15-15	Right to Rise Super PAC, Inc.	-	\$50,000
5-28-15	Grant Starrett for Congress	Congress – TN	\$10,800
8-6-15	Jeb 2016, Inc.	President of U.S.	\$5,400
9-7-15	George P. Bush for Texas	Land Commissioner – Texas	\$5,000
10-12-15	Boehner for Speaker	PAC	\$25,000
10-14-15	Hoeven for Senate 2016	Senate – ND	\$5,400

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

Date of the Contribution	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
4-6-15	Grant Starrett for Congress	Congress – TN	\$10,800

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

Date of the Contribution	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
4-22-15	Grant Starrett for Congress	Congress – TN	\$2,500

7. Jon D. Ralph, President & Chief Operating Officer
 11100 Santa Monica Blvd., Suite 1900
 Los Angeles, CA 90025

Date of the Contribution	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
4-22-15	Grant Starrett for Congress	Congress – TN	\$5,400

8. Brad J. Brutocao, Vice President
 11100 Santa Monica Blvd., Suite 1900
 Los Angeles, CA 90025

Date of the Contribution	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
4-20-15	Grant Starrett	Congress – TN	\$5,400

9. Benjamin D. Geiger, Vice President
 299 Park Avenue, 20th Floor
 New York, NY 10171

Date of the Contribution	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
4-14-15	Grant Starrett	Congress – TN	\$2,700

10. John Hwang, Vice President
11100 Santa Monica Blvd., Suite 1900
Los Angeles, CA 90025

Date of the Contribution	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
4-22-15	Grant Starrett	Congress – TN	\$1,500

- 11 Christian B. Johnson, Vice President
299 Park Avenue, 20th Floor
New York, NY 10171

Date of the Contribution	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
5-22-15	Grant Starrett	Congress – TN	\$250

12. Lou Losorelli, Chief Financial Officer
11100 Santa Monica Blvd., Suite 1900
Los Angeles, CA 90025

Date of the Contribution	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
4-22-15	Grant Starrett	Congress – TN	\$2,700

EXHIBIT B

Set forth below is the name and title of each Executive Officer of Freeman Spogli and Lou Losorelli. These individuals are responsible for communicating with Public Pension Funds.

<u>Name</u>	<u>Title</u>
Bradford M. Freeman	Co-Chairman
Ronald P. Spogli	Co-Chairman
John M. Roth	Chief Executive Officer
Jon D. Ralph	President and Chief Operating Officer
Brad J. Brutocao	Vice President
Benjamin D. Geiger	Vice President
Todd W. Halloran	Vice President
John Hwang	Vice President
Christian B. Johnson	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 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