

**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 26, 2011
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
Hoeven for Senate	US Senate from North Dakota	\$4,800	3/12/10
Re-Elect Mayor Foster	Mayor of Long Beach, CA	\$500	3/24/2010
Quayle for Congress	US Congress from Arizona	\$2,400	3/24/2010
Friends of John Thune	US Senate from South Dakota	\$4,800	3/29/2010
Toomey for Senate	US Senate from Pennsylvania	\$1,000	3/31/2010
Jonathan Paton for Congress	US Congress from Arizona	\$4,800 (\$2,400)	4/21/2010 (refunded amount 10/4/2010)
Mike Castle for Senate	US Senate from Delaware	\$2,400	5/14/2010
North Dakota Republican Party	-	\$5,000	5/27/2010
Mary Bono Mack Committee	US Congress from California	\$1,000	6/30/2010
Steve Cooley for Attorney General 2010	Attorney General	\$1,000	8/25/2010
Berg for Congress	US Congress from North Dakota	\$2,400	9/10/10
Quayle for Congress	US Congress from Arizona	\$2,400	9/23/2010
Fiorina Victory Committee	Fiorina Victory Committee	\$30,400	10/19/2010

2. John M. Roth, 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
College Republican National Comm	-	\$5,000	9/21/2010
Republican National Committee	-	\$30,000	9/30/2010

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
Karen Sage for Judge	District Court Judge of Travis County, Texas	\$2,000	3/8/2010
Bart Stupak for Congress	U.S. Congress	\$2,000	4/5/2010
Adam Schiff for Congress	U.S. Congress	\$2,000	8/24/2010
Tom La Bonge for City Council	Los Angeles City Council	\$500	8/25/2010
Steve Cooley for Attorney General	California Attorney General	\$3,000	10/19/2010
Committee to Reelect Jose Huizar	Los Angeles City Council	\$500	11/24/2010

None of Ronald P. Spogli, J. Frederick Simmons, Todd W, Halloran, Jon D. Ralph, 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.

Name	Title
Bradford M. Freeman	Chairman
Ronald P. Spogli	President
Brad J. Brutocao	Vice President
Benjamin D. Geiger	Vice President
Todd W. Halloran	Vice President
Jon D. Ralph	Vice President
John M. Roth	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. State of Connecticut Retirement Plans and Trust Funds
2. Florida Retirement System Trust Fund
3. State Teachers Retirement System of Ohio
4. Teachers' Retirement System of the City of New York
5. School Employees Retirement Board of Ohio
6. California State Teachers' Retirement System
7. California Public Employees' Retirement System
8. Public Employees Retirement System of Ohio
9. New York State Common Retirement Fund
10. Pension Reserves Investment Trust Fund