

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

Freeman Spogli & Co. Inc. (together with its affiliates, "Freeman Spogli") hereby certifies to each of New York City Employees' Retirement System, New York City Police Pension Fund and New York City Fire Department Pension Fund (collectively, the "NYC Investing Entities") 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. To its knowledge after due inquiry, Freeman Spogli is in compliance with paragraph 3 of the Code of Conduct as of the date of this certificate and it will comply with such paragraph for so long as any of the NYC Investing Entities remains a limited partner of FS Equity Partners VI, L.P., a Delaware limited partnership ("Fund VI").
2. Attached hereto as Exhibit A is a complete list of all Contributions required to be disclosed to the NYC Investing Entities by Freeman Spogli pursuant to paragraphs 7(a) and 7(c) of the Code of Conduct.
3. Attached hereto as Exhibit B is the information required to be disclosed to the NYC Investing Entities by Freeman Spogli pursuant to paragraph 8 of the Code of Conduct.
4. Fund VI expects to pay attorney's fees in connection with the NYC Investing Entities' purchase of limited partnership interests in Fund VI, the amount of such fees to be determined and disclosed to the NYC Investing Entities following the closing date for the purchase of such interests, as required under paragraph 9 of the Code of Conduct. None of Freeman Spogli, Fund VI or Related Parties to either of the foregoing expect to pay any other type of third party compensation in connection with the NYC Investing Entities' purchase of limited partnership interests in Fund VI.
5. 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: July 13, 2010  
FREEMAN SPOGLI & CO. INC.

By:   
Name:  
Title:

**EXHIBIT A**

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

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

<b>Name and title of recipient of Contribution</b>	<b>Office or position for which contribution given</b>	<b>Amount of Contribution</b>	<b>Date of Contribution</b>
Team Sununu (John Sununu)	Senate of New Hampshire	\$1,300	3/18/08
Dreier for Congress (David Drier)	Congress of California	\$4,600	4/3/08
John McCain 2008 Compliance Fund	John McCain 2008 Compliance Fund	\$2,300	4/22/08
Booker Team for Newark (Cory Booker)	Mayor of Newark, NJ	\$5,000	5/16/08
Antonio Villaraigosa	Mayor of Los Angeles, CA	\$1,000	5/29/08
McCain Victory California	Presidential Campaign	\$28,500	9/5/08
John Kennedy	Senate for Louisiana	\$2,300	9/26/08
Mayor Bob Foster	Mayor for Long Beach, CA	\$500	12/30/08
Friends of Byron Dorgan	Senate from North Dakota	\$2,400	4/21/09
Cantor Victory Fund (Eric Cantor)	Congress for Virginia	\$2,000	5/1/09
Drier for Congress Committee	Congress for California	\$2,000	5/1/09
Halter for Arkansas (Bill Halter)	Senate for Arkansas	\$4,000 (\$2,000 reimbursed 3/29/10)	5/1/09
Booker Team for Newark	Mayor of Newark, NJ	\$5,000	6/17/09
Hoeven for Senate (John Hoeven)	Senate for North Dakota	\$4,800	3/12/10

2. Todd W. Halloran, Vice President  
299 Park Avenue, 20<sup>th</sup> Floor  
New York, NY 10171

<b>Name and title of recipient of Contribution</b>	<b>Office or position for which contribution given</b>	<b>Amount of Contribution</b>	<b>Date of Contribution</b>
Keith Halloran	New Hampshire State Rep	\$500	10/21/08
Dana Hailey	Oxford County, ME Probate Judge	\$250	10/5/08

3. John M. Roth, Vice President  
299 Park Avenue, 20<sup>th</sup> Floor  
New York, NY 10171

<b>Name and title of recipient of Contribution</b>	<b>Office or position for which contribution given</b>	<b>Amount of Contribution</b>	<b>Date of Contribution</b>
John McCain Victory 2008	President, Other Republican Candidates At Discretion of RNC	\$100,000	4/28/08
College Republican National Comm	-	\$15,000	2/1/08
John McCain for President	President	\$2,300	1/15/08

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

<b>Name and title of recipient of contribution</b>	<b>Office or position for which contribution given</b>	<b>Amount of contribution</b>	<b>Date of contribution</b>
Committee to Reelect Judge Ralph W. Dau	Los Angeles Superior Court	\$ 500	3/17/2008
Antonio Villaraigosa for Mayor 2009	Mayor of Los Angeles	\$1,000	5/28/2008
Rocky Delgadillo Officeholder Account	Los Angeles City Attorney	\$1,000	7/17/2008
Barack Obama for President	President of the United States	\$2,300	7/31/2008
Bernard Park for Supervisor	Supervisor of County of Los Angeles	\$1,000	10/17/2008
Friends of Barbara Boxer	U.S. Senate	\$ 200	6/4/2009
Rocky Delgadillo for Attorney General 2010	California Attorney General	\$2,000	6/4/2009
Chris Essel for City Council 2009	Los Angeles City Council	\$ 500	6/15/2009
Karen Sage for Judge	District Court Judge of Travis County, Texas	\$2,500	7/23/2009
Mitchell Englander for City Council	Los Angeles City Council	\$ 500	9/17/2009
Chris Essel for City Council	Los Angeles City Council	\$ 500	9/29/2009
Zev Yaroslavsky for Supervisor 2010	Supervisor of County of Los Angeles	\$1,000	11/19/2009

None of Ronald P. Spogli, J. Frederick Simmons, Jon D. Ralph, Brad J. Brutocao, Benjamin D. Geiger and Lou Losorelli has made any Contributions in the previous two calendar years.

**EXHIBIT B**

Set forth below is the information required to be disclosed pursuant to paragraph 8 of the Code of Conduct.

<b><u>Name</u></b>	<b><u>Title</u></b>
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	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) Bradford M. Freeman, John M. Roth, Ronald P. Spogli, Todd W. Halloran, J. Frederick Simmons and William M. Wardlaw have met with, and made presentations to, Public Pension Fund Officials of the New York City funds and the Public Pension Fund Advisor to the New York City funds.
- (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 previous two calendar years.