

Disclosure of Political Contributions, Placement Agents and Fees

Effective date: September 10, 2009

1. Scope.

This policy applies to all Texas Treasury Safekeeping Trust Company ("Trust Company") agreements, contracts and investment transactions in which a Placement Agent is or may be involved including follow-on and co-investments, extension of existing agreements, increase in funding or capital commitment to an existing relationship or fund, or an amendment that increases management fees or compensation under an agreement.

This policy also applies to attempts to improperly influence Trust Company investment decisions through contacts with or political contributions made for the benefit of one or more Texas Elected Officials, and includes contacts with persons employed by any such official.

If any provision of this policy conflicts with a provision of another policy adopted by the Trust Company, the stricter provision shall apply.

2. Purpose.

The purpose of this policy is to ensure the integrity of all Trust Company transactions and conformity with the highest fiduciary, ethical, and legal standards by all parties involved. All investment decisions made by the Trust Company must be based solely on the merits in conformity with fiduciary standards and applicable law. All investment recommendations made by consultants and advisers must be based solely on the merits after the necessary due diligence. All investment decisions and recommendations must be free of impropriety or improper influence and the appearance of either.

3. Philosophy.

The Trust Company desires to obtain full disclosure of all matters having the potential to harm its reputation or the integrity of the Trust Company's investment processes, or that could constitute unethical or unlawful conduct during the investment due diligence process.

4. Required disclosures.

At a minimum, all external Fund or Manager Parties shall provide detailed written responses to the questionnaire attached hereto as Appendix A as early as reasonably possible in the due diligence process for a Trust Company investment transaction. The CEO/CIO is authorized to approve such revisions to Appendix A from time to time as is deemed to be in the best interest of the Trust Company and consistent with this policy.

In addition, all Fund or Manager Parties shall provide a detailed description of the services to be performed by the Placement Agent and how the Placement Agent is used (e.g., with all prospects, or only with a subset of prospects). The investment staff shall obtain a copy or summary of the terms of an agreement to compensate a Placement Agent for the due diligence file. The investment staff shall provide all prospective Fund or Manager Parties with a copy of this policy upon commencement of due diligence.

5. Contractual representations, warranties and covenants.

Each Fund or Manager Party shall represent and warrant to the Trust Company in the executed closing documents for the transaction that its responses to Appendix A to this policy and any supplemental inquiries are true, correct, and complete in all material respects, and shall also covenant to update any such information within 10 business days of any change in the information in the responses.

In addition, each Placement Agent shall fully disclose the terms of its arrangements with a Fund or Manager Party for payment of a Placement Fee and any political contributions by the Placement Agent to any Texas Elected Officials, and shall certify as to the matters addressed in Appendix A, as applicable, to the Trust

Company in a writing executed by an authorized officer that the disclosures required by this policy are true and complete in all material respects.

Each final investment agreement shall provide the Trust Company with the option to receive a reimbursement of management or advisory fees equal to the amount of Placement Fees to be paid to any and all Placement Agents if any certificates or contractual representations, warranties or covenants relating to this policy have been breached. In addition and not in the alternative, the Trust Company shall, in the event of a breach, exercise all of its rights and remedies, as appropriate, to terminate the management agreement or withdraw without penalty from the fund investment vehicle or vehicles.

6. Prohibitions.

No Trust Company investment may be made if the transaction involves either (a) a Placement Agent who is not registered with either of the Securities and Exchange Commission or the Financial Industry Regulatory Authority ("FINRA"), or (b) the sharing of a Placement Fee with a non-registered person or entity. No Trust Company investment may be made if the Comptroller or Trust Company CEO, in consultation with legal counsel, determines that a disclosed contact has created an unacceptable risk to the integrity and reputation of the Trust Company investment program or has been made in violation of a Trust Company or Comptroller policy or applicable law.

7. Reporting.

The investment staff shall compile all responses to the questionnaire and report the results to the Comptroller and Investment Committee at least annually. Reports shall include the amounts and recipients of any political contribution or Placement Fee and the relationship of the recipients to the Placement Agent or Texas Elected Official, as applicable. *Please note: only contributions to a Texas Elected Official that are over the amount of \$500 must be reported.*

8. Definitions applicable to this Policy.

Affiliate – means a person or entity controlled by or under common control with another person or entity.

Fund or Manager Party – includes, (a) as to a private investment fund, a fund sponsor, the general partner (including any entity with whom the general partner has contracted), managing member, or its equivalent with respect to a fund, fund sponsor, or fund management firm, (b) as to an external, separate account investment manager, the asset management entity and the parent of such asset management entity, and (c) as to (a) and (b), any Affiliate, principal, owner, officer, shareholder, director, managing member, or employee having authority to act on behalf of such fund or firm.

Investment Committee – means the Trust Company's Investment Committee comprised of the CEO/CIO, Deputy CIO, Chief Financial Officer, Director of Internal Investments, General Counsel and a representative from the Trust Company's general consultant.

Placement Agent – includes any third party, whether or not affiliated with a Fund or Manager Party, that is a party to an agreement or arrangement (whether oral or written) with a Fund or Manager Party for the direct or indirect payment of a Placement Fee in connection with a Trust Company investment. Any other person or entity who claims a Placement Fee or who by agreement with a Placement Agent will share in a Placement Agent's Placement Fee is deemed to be a Placement Agent whether or not the person or entity is an Affiliate, principal, owner, officer, shareholder, director, managing member, contracting entity or employee of a Placement Agent. The term includes any person or entity hired, employed by, engaged or retained by or acting on behalf of a Fund or Manager Party or on behalf of another Placement Agent as a finder, solicitor, marketer, consultant, broker or other intermediary to raise money or investments from or to obtain access to the Trust Company either directly or indirectly.

Placement Fee – includes any compensation or payment, directly or indirectly, of a commission, finder's fee, or any other consideration or benefit to be paid to a Placement Agent.

Relative – means a spouse (including an ex-spouse), parent, child (including adopted), sibling, niece, nephew, aunt, or uncle.

Texas Elected Official – includes any elected official of the State of Texas, including but not limited to the governor, lieutenant governor, comptroller of public accounts ("Comptroller"), attorney general, and any member of the Texas Legislature, and also includes a campaign fund or political action committee, or PAC for an elected official, and any Relative of a Texas Elected Official. The term does not include officials from or representing local governmental entities, including but not limited to, school districts, municipalities and municipal utility districts.

Trust Company Person – means any person employed by the Trust Company or the Comptroller, and includes without limitation, any investment consultant or actuary, any outside counsel engaged by the Trust Company, and any Relative of a Trust Company Person.

Appendix A – Questionnaire
to the Texas Treasury Safekeeping Trust Company
Disclosure of Political Contributions, Placement Agents and Fees

Capitalized terms are defined in main text of policy.

A) Contacts with State Officials; Political Contributions. Has any person lobbied, communicated with, or made political contributions over the amount of \$500 during the past three years on behalf of the Fund or Manager Party to a Texas Elected Official in connection with a prospective investment transaction with a Texas state investment entity, including the Trust Company?

- 1) If the answer is “yes,” please provide a complete list of the name(s) of the entities and individual(s) involved, the approximate dates of the contributions, the amounts of the contributions, a summary of the contacts or communications, and the nature of the discussion in regards to the investment with any Texas state investment entity, including the Trust Company.

B) Placement Agents and Placement Fees.

- 1) Is or was the Fund or Manager Party a party to any agreement or arrangement (whether oral or written) to pay a Placement Fee to or for the benefit of any Placement Agent in connection with the Trust Company’s prospective investment in a fund or engagement of an external manager?
 - If the answer to 1) is “yes,” please provide a copy of the written agreement or agreements creating the obligation to pay a Placement Fee. If the agreement is not written, please provide a written summary of the agreement. Additionally, state the amount of the Placement Fee (or the formula for its determination if the amount is not yet determined) and the date of its payment or anticipated payment.
 - If the answer is “yes,” please list the name(s) of the person or entity. If the party to the agreement is an entity, list the names of the principal owners, officers, directors, or managing members of the Placement Agent and provide a resume for each such person.
 - If the answer is “yes,” state whether the Placement Agent, or any of its Affiliates, is registered as a lobbyist with any state government or the federal government and identify the registrants and the applicable jurisdictions where registered.
- 2) Will or did any Trust Company Person or any Relative of a Trust Company Person receive, has any such person received, or might any such person receive, any compensation or payment, directly or indirectly, of a commission, finder’s fee, or any other consideration or benefit to be paid to a Placement Agent (a “Placement Fee”) in connection with Trust Company’s investment?
 - If the answer is “yes,” please list the name or names of the Trust Company Person or Relative of a Trust Company Person and provide details about the terms of the Placement Fee.
- 3) Will or did any Texas Elected Official or a Relative of a Texas Elected Official receive a Placement Fee in connection with Trust Company’s investment?
 - If the answer is “yes,” please list the name or names of the official and provide details about the terms of the Placement Fee, including the amounts and timing of payments.
- 4) Did (or will) any third party person or entity who is not employed or otherwise affiliated with a Placement Agent, including a current or former Trust Company Person, either (a) recommend the Placement Agent or (b) receive a

share of a Placement fee or any other economic benefit in connection with Trust Company's investment, whether directly or indirectly through a Placement Agent engaged by you?

- If the answer is "yes," please list the name of the person or entity, the relationship of the person or entity to the Placement Agent and your firm, and provide a description of the arrangement and the reason for the payment.
- 5) State whether the Placement Agent or any of its Affiliates is registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association, or a similar agency outside the United States. Provide details about registration or explain why registration is not required.

The undersigned certifies, represents and warrants on behalf of the Fund or Manager Party that, to the best of its knowledge after due inquiry, (a) the foregoing responses to this questionnaire are true and correct and do not omit any statement or fact necessary to make any statement made not misleading in any material respect, and (b) no prior statements or representations, if any, whether oral or written, made on behalf of the Fund or Manager Party relating to the subject matter of this questionnaire in connection with Trust Company's due diligence inquiries and a prospective investment management agreement or subscription to the fund, as the case may be, including any side letter agreements, was untrue or misleading in any material respect when they were made.

PARTNERSHIP:

By: _____
Its: General Partner

By: _____
Name: _____
Title: _____

GENERAL PARTNER:

By: _____
Name: _____
Title: _____