

ATTACHMENT A

Form of Placement Agent and Political Contribution Disclosure Letter

Treasurer of the State of North Carolina
325 North Salisbury Street
Raleigh, North Carolina 27603

Re: Disclosure Letter pursuant to Placement Agent and Political Contribution Policy

Ladies and Gentlemen:

Under Section III(A) of the Placement Agent and Political Contribution Policy originally adopted by the North Carolina Department of State Treasurer on October 19, 2009 and revised on March 14, 2011 (the "Policy"), prior to entering into an engagement to engage, hire, invest with or commit to invest, or otherwise do business with the Treasurer of the State of North Carolina (the "Treasurer") or at such time as provided in Section II of the Policy, an Investment Manager (as such term is defined in Section VII(B) of the Placement Agent Policy) must make certain disclosures to the Treasurer regarding its use of Placement Agents and Political Contributions (as such terms are defined in Section VII(B) of the Policy). Pursuant to and in accordance with such Policy, the undersigned Investment Manager hereby makes the following disclosures. Capitalized terms not otherwise defined in this Disclosure Letter have the same meanings as specified in the Policy.

1. Use of Placement Agent (please check the appropriate box):

The Investment Manager (or any officer, partner, principal or affiliate thereof) has elected to use the services of a Placement Agent to assist the Investment Manager in obtaining investments from or doing business with any of the NC Funds. (Note that this box should be checked whether the compensation provided to the Placement Agent is a flat fee, contingent fee, or any other form of compensation or benefit (tangible or intangible).) **If this box is checked, please provide the disclosures as prompted in paragraphs 2 through 8.**

Neither the Investment Manager nor any officer, partner, principal or affiliate thereof has elected to use the services of a Placement Agent to assist the Investment Manager in obtaining investments from or doing business with any of the NC Funds. **If this box is checked, no further disclosures are necessary.**

2. Placement Agent Information:

(a) The name of the Placement Agent is: Credit Suisse Securities (USA) LLC

(b)

Set forth below is the resume for each officer, partner and principal of the Placement Agent, detailing the person's education, work experience and professional designations:

John C. Robertshaw, Managing Director – Group Co-Head and Head of Global Project Management. John joined the Private Fund Group in September 1995. Prior to joining the PFG, he was a Vice President in charge of private equity with Salomon Brothers. John spent seven years with Salomon Brothers, the last five as a private placement specialist. B.A. Yale University. FINRA Registered: Series 7; Series 63; Series 24; Series 12

Anthony C. Bowe, Managing Director – Group Co-Head and Head of Global Distribution. Tony joined the Private Fund Group in January 1998. Prior to joining the PFG, he was a Managing Director in the Private Equity Group at Bankers Trust and previously served as Global Head of Marketing for BT Asset Management. Prior to joining Bankers Trust in 1985, Tony worked in various positions at First National Bank of Chicago and Heller Financial in Chicago. M.B.A. Northwestern University. B.A. Connecticut College. FINRA Registered: Series 7; Series 63

Anthony Carpenito, Managing Director – Head of Real Estate. Anthony joined the Real Estate Private Fund Group (REPFPG) in 2007. Prior to joining the REPFPG, Anthony was a member of Credit Suisse's Private Fund Group hedge fund team. Prior to joining Credit Suisse in 2005, Anthony was responsible for business development for the Alternative Investment Group at Gabelli Asset Management. M.B.A. Columbia Business School. B.A. Bucknell University. FINRA Registered: Series 7; Series 63

Mike Custar, Managing Director – Head of Secondaries. Mike joined the Private Fund Group in May 2004. Prior to joining the PFG, he spent nine years with PricewaterhouseCoopers in Audit Fund and Transaction Services. During his four years in Transaction Services, Mike was responsible for managing private equity relationships and providing transactional due diligence consultation on acquisition targets. B.S. University of Illinois. FINRA Registered: Series 7; Series 63

Raed Elkhatab, Managing Director – Head of Due Diligence. Raed joined the Private Fund Group in March 2006. Prior to joining the PFG, he was a Director in PricewaterhouseCoopers' due diligence practice in Chicago for five and a half years. Raed was responsible for leading teams in creating and executing due diligence plans for both corporate and private equity clients. Previously, Raed worked in the Assurance group at Deloitte & Touche. CPA. State of Illinois. B.S. University of Illinois. Registrations – Series 7.

Holger von Grawert, Managing Director. Holger joined the Private Fund Group in March 2000. Prior to joining the PFG, he was a Managing Director of Citibank N.A. (Germany) responsible for the marketing and origination activities of structured capital markets, derivatives and FXsolutions to Citicorp's institutional clients. Prior to joining Citibank Frankfurt in 1989, Holger worked at Citicorp Investment Bank and BHF-Bank Corporate Finance. German Banking Degree (IHK-Exam). FSA registered as an Investment adviser for all investment business; 15-a6 registration

Timothy E. Kane, Managing Director. Tim joined the Private Fund Group in June 2001. Prior to joining the PFG, he was a Managing Director in Deutsche Bank Alex. Brown's Private Equity Finance Group. Previously, Tim was a Managing Director in Deutsche Bank's Quantitative Equity Group and a Managing Director in Bankers Trust's Corporate Sales Group. Tim also spent several years at Grey Advertising, Inc. M.B.A. New York University. B.S. University of Colorado. FINRA Registered: Series 7; Series 63

Lana Lewin, Managing Director. Lana joined the Private Fund Group in January 1997. Prior to joining the PFG, she was a corporate strategy consultant at Monitor Company. Previously, Lana worked at Time Warner and in the corporate finance department at Goldman Sachs. M.B.A. Harvard University. B.A. University of North Carolina. FINRA Registered: Series 7; Series 63

Marcus Lollie, Managing Director. Marcus joined the Private Fund Group in August 2001. Prior to joining the PFG, he was a Vice President in CSFB's and DLJ's Leveraged Finance / M&A Business Development Group where he was responsible for advising private equity firms on sourcing transactions, financing acquisitions and divesting portfolio companies. Previously, Marcus worked in CIBC Oppenheimer's Leverage Finance Group. B.A. Stanford University. FINRA Registered: Series 7; Series 63

Michael J. Murphy, Managing Director. Michael joined the Private Fund Group in May 1997. Prior to joining the PFG, he worked at The Chart Group, a financial advisory firm located in New York. Previously, Michael was with Smith Barney in their Investment Banking division. B.A. Princeton University. FSA registered as an Investment adviser for Securities products; 15-a6 registration

Kevin E. Naughton, Managing Director – Head of North American Distribution. Kevin joined the Private Fund Group in July 2001. Prior to the joining the PFG, he was a Vice President in the Private Equity Finance Group at Deutsche Bank Alex. Brown. Previously, Kevin was a Municipal

Bond Trader and Underwriter with Merrill Lynch and Co. and worked in Government Securities Sales with G.X. Clarke and Co. B.A. Middlebury College. FINRA Registered: Series 7; Series 63

Ryan Schlitt, Managing Director. Ryan joined the Private Fund Group in July 2000. He manages the Dallas, Texas PFG office and is responsible for the client franchise in the south-eastern and south-western United States, as well as client development and coverage in Central and South America. Ryan actively participates in the distribution and project management verticals for the PFG as well as sourcing new general partner mandates in his region. B. A. University of North Carolina. Registrations – Series 7; Series 63.

Andrew Wilbur, Managing Director. Andrew joined the Private Fund Group in July 2009. Prior to joining the PFG, Andrew was a Director with the Citi Private Equity Placement Group in London where he spent close to ten years. Previously, Andrew was an Associate in the Private Equity Finance Group at Bankers Trust International and Deputy Director at the Harvard University Middle East Institute. He was also an Analyst in Private Equity Finance at ABN-AMRO / MeesPierson. M.B.A. Columbia Business School. B.A. Lehigh University. Registrations – FSA registered as an Investment adviser for Securities products; 15-a6 registration.

- (c) Listed below are any and all officers, partners and/or principals of the Placement Agent that are current or former North Carolina Department of State Treasurer employees, Investment Advisory Committee members, or consultants or members of the immediate family of any such person (*attach additional pages as necessary*):

None.

3. Placement Agent Compensation: Described below is any and all compensation of any kind provided or agreed to be provided to a Placement Agent including the nature, timing and value of such compensation. (*Note that compensation to a Placement Agent is deemed to include compensation to third parties as well as employees of the Investment Manager who are retained in order to solicit, or who are paid based in whole or in part upon, an investment from or business with any of the NC Funds (attach additional pages as necessary)*):

Pursuant to the Agreement (defined below), CS (defined below) will be compensated with a non-refundable cash retainer and a fee based on a percentage of a certain aggregate principal amount of securities sold to certain limited partners as defined and agreed upon by the Company (defined below) and CS. Notwithstanding this, if any applicable law, regulation or policy prohibits the Company from paying a specific form of compensation to CS (contingent or otherwise) for CS's assistance in doing business with a particular prospective investor, CS shall not be entitled to such specified compensation as part of its fee for providing assistance to the General Partner with respect to such prospective investor.

The total value of fee payments to CS cannot be determined until final subscriptions have been determined.

4. Terms of Agreement with Placement Agent: Described below are the terms of the agreement or arrangement (oral or written) creating an obligation to pay a fee to or for the benefit of any Placement Agent the Investment Manager has elected to use in connection with obtaining investments or doing business with the Treasurer. *(Please note that in the case of any oral agreement, the full extent of such agreement should be written and summarized, succinctly describing the terms of such agreement or arrangement with the Placement Agent, including details of the nature, timing, and value of the compensation or benefit provided (attach additional pages as necessary))*

As described in an agreement between EIG Management Company, LLC (the "Company") and Energy Fund XVI, L.P. (the "Fund") and the Private Fund Group of the Credit Suisse Asset Management division of Credit Suisse Group AG (the "Private Fund Group"), acting through Credit Suisse Securities (USA) LLC ("CS") dated December 07, 2012 (the "Agreement"), during the Engagement Period (as defined in the Agreement), CS will act as placement agent for the Fund on a reasonable best efforts basis in connection with the private placement of the Securities (the "Private Placement"). Pursuant to the Agreement, the services rendered to the Fund by CS may include:

- (i) advice with respect to the form and structure of the Fund;
- (ii) advice with respect to the minimum and maximum amounts of investor subscriptions to be raised;
- (iii) advice with respect to the reports investors would expect to receive;
- (iv) assistance in the preparation of descriptive offering materials;
- (v) identification of prospective investors in the Fund;
- (vi) consultation as to strategy and tactics for initiating discussions and negotiations with prospective investors as well as to general market conditions;
- (vii) arranging presentation meetings between prospective investors who have received offering materials and representatives of the Company;
- (viii) forwarding to the Company any requests for additional information by prospective investors; and
- (ix) such other services in connection with the formation of the Fund as may be agreed upon from time to time by CS and the Company.

As such, the nature of CS' engagement in connection with the Fund XVI fundraise includes discussions with the North Carolina Department of State Treasurer.

5. Actions and Investigations Involving Placement Agent (please check the appropriate box):

The Placement Agent (or any officer, partner, principal or affiliate thereof) has been the subject of an action, or investigation by a federal, state, or local government agency or regulatory body in the last ten (10) years and/or anticipates being the subject of such actions or investigations in the future. If this box is checked, the following describes any such action(s) or investigation(s) (attach additional pages as necessary):

CS, as well as certain of its affiliates, may be involved in governmental or regulatory actions or investigations from time to time. CS does not believe, however, that there have been any actions or investigations in the last ten years that would have a material impact on its ability to perform the services under its agreement with the Company.

Neither the Placement Agent nor any officer, partner, principal or affiliate thereof has been the subject of any actions, or investigations by any federal, state,

or local government agencies or regulatory bodies in the last ten (10) years or anticipates being the subject of any such actions or investigations in the future.

6. Relationships between Placement Agent and Department of State Treasurer (please check the appropriate box):

The Placement Agent (or any officer, partner, principal or affiliate thereof) has had a prior personal or professional relationship with a current or former Department of State Treasurer employee, Investment Advisory Committee member, and/or consultant or a member of the immediate family of such person who suggested the retention of the Placement Agent. If this box is checked, the following lists the name(s) of such individual(s) (attach additional pages as necessary):

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The Placement Agent (or any officer, partner, principal or affiliate thereof) has not had any prior personal or professional relationship with any current or former Department of State Treasurer employee, Investment Advisory Committee member, or consultant or a member of the immediate family of such person who suggested the retention of the Placement Agent.

7. Registration of Placement Agent and Licensing of Placement Agent Representatives. The Investment Manager hereby confirms that (i) the Placement Agent is registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association, (ii) the individual officers, partners, principals, employees, or other representatives of the Placement Agent hold all required securities licenses, (iii) no placement fee has been shared with any person or entity not so registered and (iv) the Placement Agent is in the habitual systematized business of acting as a Placement Agent.

(a) The Placement Agent's registration details are as follows:

CS is a registered US broker dealer that is regulated by the SEC, MSRB and FINRA. CS is part of the Credit Suisse Group (the "CS Group"). CS Group, which is regulated by FINMA (the Swiss Financial Market Supervisory Authority), is a worldwide group of companies that is involved in a wide range of banking, investment banking, private banking, private equity, asset management and other investment and financial businesses and services, both for their own account and for the accounts of clients and customers.

(b) For each individual officer, partner, principal, employee and other representative of the Placement Agent, the registrations, number of years of employment by the Placement Agent and the number of years of experience directly related to such business are as follows (attach additional pages as necessary):

Please refer to above question 2.b.

8. Lobbying Information of Placement Agent (please check the appropriate box):

The Placement Agent (and/or any officer, partner, principal or affiliate thereof) is registered as a lobbyist with a state government. If this box is checked, the following are the names and positions of such persons and the registrations held (*attach additional pages as necessary*):

CS provides financial services to a number of state governments, agencies and funds that are clients of CS. As a result, CS and certain of its employees are registered as lobbyists in jurisdictions where their activities trigger registration under the state's lobbying laws. Meanwhile, CS itself and certain employees of its Public Policy group are registered with the federal government and regularly disclose their lobbying activities.

Neither the Placement Agent nor any officer, partner, principal or affiliate thereof is registered as a lobbyist with any state government.

9. Political Contributions.

The Investment Manager hereby confirms that none of the Investment Manager, the Placement Agent nor their respective officers, partners, principals or affiliates has made, coordinated or solicited any Political Contribution to the Treasurer or any incumbent, nominee, candidate or successful candidate for such elective office (i) in violation of any published policy approved by the Treasurer or applicable state or federal law or (ii) that would make it unlawful for the Investment Manager to provide services to the Treasurer, the NCRS and/or the NC Funds either directly or indirectly through an investment vehicle affiliated with the Investment Manager.

[Signature Page Follows]

By signing below, the Investment Manager hereby (i) represents and warrants that the information found in this Disclosure Letter is true, correct, and complete in all material respects, and (ii) agrees that it shall provide the Treasurer with a written update of any material changes to any of the information in this Disclosure Letter within fourteen (14) days from the date the Investment Manager knew or should have known of the change of information.

Sincerely,

EIG Management Company, LLC

By:



Name: Randall S. Wade

Title: Co-President

Date: August 15, 2013