

## 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:

Perella Weinberg Partners LP\*

\*Certain of employees of Perella Weinberg Partners Capital Management LP are registered representatives of Perella Weinberg Partners LP and act as placement agents as defined in Section III (A) of the Placement Agent and Political Contribution Policy.

- (a) The name of the Placement Agent is:
- (b) Attached is a resume for each officer, partner, and/or principal of the Placement Agent, detailing the person's education, work experience and professional designations.

**Please see attached Appendix A for the details of the Principals of the Placement Agent.**

- (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))*:

Employees of the Placement Agent who are responsible for soliciting receive a compensation package which includes a base salary plus a discretionary bonus.
Employees are not paid commissions, nor are they compensated in whole or in part upon an investment from or business with any of the NC Funds.

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))*

None

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):


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:

Perella Weinberg Partners LP – FINRA Registration No. 138618

- (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 see attached Appendix B for list of principals and employees engaged in placement activities and their relevant experience.

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*):

Please see attached Appendix B for list of principals and employees engaged in placement 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,

Perella Weinberg Partners Capital Management LP

\_\_\_\_\_  
Name of Investment Manager

By:

  
\_\_\_\_\_  
Name: Aaron Hood

\_\_\_\_\_  
Title: Authorized Person

\_\_\_\_\_  
Date:

***[Disclosure Letter should be signed by an authorized representative of the Investment Manager]***

## APPENDIX A

**Mr. Joseph R. Perella.** Mr. Perella is Chairman and a founding Partner of Perella Weinberg Partners. Prior to founding Perella Weinberg Partners, Mr. Perella held senior positions at Morgan Stanley, including Vice Chairman of Morgan Stanley and Chairman of Institutional Securities and Investment Banking and Worldwide Head of Morgan Stanley's Investment Banking Division. Mr. Perella was a member of Morgan Stanley's Management Committee since joining Morgan Stanley in 1993. In 1988, Mr. Perella co-founded Wasserstein Perella & Co., Inc. and was Chairman until September 1993. From 1972 to 1988, Mr. Perella held senior posts at First Boston. Mr. Perella's investment banking experience of more than 30 years includes strategic assignments for leading companies in virtually every industry and region of the world. Mr. Perella received his M.B.A. from Harvard Business School and his B.S. from Lehigh University.

**Mr. Tarek "Terry" Abdel-Meguid.** Mr. Meguid is a founding Partner and Head of the Asset Management business of Perella Weinberg Partners. He has over 30 years of experience in the securities industry. Before co-founding Perella Weinberg Partners, Mr. Meguid was the Head of Worldwide Investment Banking at Morgan Stanley for his last 5 years at the firm, and a member of its Management Committee. In addition to his managerial role, Mr. Meguid had significant client responsibilities including senior banker coverage for many leading multi-national companies as well as leading private sector entities and government institutions, particularly in the Arabian Gulf, Egypt and Turkey. Mr. Meguid held previous senior positions at Morgan Stanley including Deputy Head of Worldwide Investment Banking, Head of Worldwide Corporate Finance and founder of Princes Gate Investors, a \$1.4 billion private equity investment vehicle funded by a group of prominent private families from around the globe. Mr. Meguid is a member of the Advisory Board of the Carnegie Endowment for International Peace Middle East Program, as well as the Middle East Study Group of the Aspen Institute. He is also a member of the Advisory Board of Kingdom Hotel Investments, a privately owned real estate investment firm which owns hotel assets primarily in emerging markets. He was also a member of the Council on Foreign Relations and is currently active with a number of educational institutions. Mr. Meguid received a B.S. in Physiology from Montreal's McGill University and a Masters in Business Administration from Columbia University.

**Ms. Sandy Haas.** Ms. Haas is a Partner and Deputy of Head of Perella Weinberg Partners' Asset Management Business. Prior to joining Perella Weinberg Partners, Ms. Haas was a Managing Director and Head of the Pensions, Endowments and Foundations Coverage team at Morgan Stanley. A cross-divisional initiative, the team covered the largest asset owners in North America providing access to the products and services of the Institutional Securities Divisions. Previously, Ms. Haas was responsible for U.S. business development in Morgan Stanley's Prime Brokerage Division, working with hedge funds on their financing and business needs. In 2006, she launched the Strategic Partner Initiative, an alternative capital sourcing function matching strategic investors with managers looking for capital. Ms. Haas joined Morgan Stanley in 1999 and served in various senior positions. Prior to Morgan Stanley, Ms. Haas was at Bankers Trust, where she structured and marketed fixed income, credit, currency and equity derivative products. She is a Certified Public Accountant and earlier in her career, she spent three years at Deloitte and Touche auditing financial institutions. Ms. Haas received a Bachelor of Arts in Government and Near East Studies from Cornell University and a Masters in Business Administration from New York University Leonard N. Stern School of Business.

**Mr. Aaron Hood.** Mr. Hood is a Partner and Chief Financial Officer of Perella Weinberg



Partners. Prior to serving as Perella Weinberg Partners' Chief Financial Officer, Mr. Hood was the Chief Operating Officer of the Firm's Asset Management business. Prior to joining Perella Weinberg Partners, Mr. Hood was a Vice President in Morgan Stanley's Leveraged Finance Group where he covered energy, power and transportation clients. Previously, Mr. Hood held positions of Associate in Morgan Stanley's Investment Banking Group and Summer Associate at Goldman Sachs. From 1994 to 1999, Mr. Hood served as a Lieutenant and then Captain in the United States Army Corps of Engineers in the United States and Europe. Mr. Hood received his M.B.A. with High Distinction, Baker Scholar, from Harvard Business School and his B.S. in Theoretical Economics and Political Science from the United States Military Academy at West Point.

**Mr. Andrew N. Siegel.** Mr. Siegel is a Partner and the General Counsel and Chief Compliance Officer of Perella Weinberg Partners. Prior to joining Perella Weinberg Partners, Mr. Siegel was General Counsel and Chief Compliance Officer of Stanfield Capital Partners LLC, an SEC-registered, alternative asset manager based in New York. Mr. Siegel joined Stanfield in May 2004 and, from June 2007, served as General Counsel of Solus Alternative Asset Management LP, the successor-in-interest to Stanfield's hedge fund advisory business. Prior to joining Stanfield in 2004, Mr. Siegel served in the law division of Morgan Stanley from June 2000 where he advised on both investment banking and asset management matters. Ultimately, Mr. Siegel was the senior attorney responsible for advising Morgan Stanley Investment Management's alternative investment funds, including its private equity funds, venture capital funds, hedge funds and fund of funds. Prior to Morgan Stanley, Mr. Siegel was an M&A Associate at Shearman & Sterling. Mr. Siegel received his J.D. from Washington College of Law at American University and his B.A. from Tufts University.

**Mr. Jeffrey Silverman.** Mr. Silverman is a Partner and Head of Strategic Development of Perella Weinberg Partners' Asset Management Business. Prior to joining Perella Weinberg Partners, Mr. Silverman was a Partner and Director of Investments at Tudor Investment Corp., where he was responsible for recruiting new portfolio manager groups and strategic external investments. Prior to Tudor, he served for six years in various positions at Goldman Sachs, most recently as a Vice President in the Prime Brokerage Group, where he was a senior member of the Arbitrage and Leverage Marketing Team. Prior to joining Goldman Sachs, Mr. Silverman traded agricultural commodities at Morgan Stanley. Earlier in his career, he was an options volatility arbitrage floor trader in London as a member of the IPE and LCE Exchanges. Mr. Silverman received a Bachelor of Accountancy from The George Washington University.

**Ms. Susan Soh.** Ms. Soh is a Partner and Head of Marketing of Perella Weinberg Partners. Prior to joining Perella Weinberg Partners, Ms. Soh was a Managing Director and Head of Hedge Fund Business Development at Highbridge Capital Management, LLC, where she was responsible for raising several billion dollars from investors in the firm's multiple products. Prior to joining Highbridge in 2003, Ms. Soh was a Vice President with Lightyear Capital, a \$2 billion private equity firm affiliated with UBS PaineWebber, where she was responsible for business development and investor relations. From 1999 to 2001, Ms. Soh was a Vice President with Bear Stearns Merchant Banking, where she helped raise a \$1.5 billion institutional private equity fund. Before joining the Merchant Banking Group, Ms. Soh was an investment banking associate in the Mergers & Acquisitions Department at Bear Stearns & Co. Prior to Bear Stearns, Ms. Soh was a corporate Associate at Cravath, Swaine & Moore. Ms. Soh received her J.D. from Harvard Law School and her B.A. from Yale College.



## APPENDIX B

**Ms. Susan Soh.** Ms. Soh is registered with FINRA and the State of California. Ms. Soh is a Partner and Head of Marketing and Client Services of Perella Weinberg Partners. Prior to joining Perella Weinberg Partners, Ms. Soh was a Managing Director and Head of Hedge Fund Business Development at Highbridge Capital Management, LLC, where she was responsible for raising several billion dollars from investors in the firm's multiple products. Prior to joining Highbridge in 2003, Ms. Soh was a Vice President with Lightyear Capital, a \$2 billion private equity firm affiliated with UBS PaineWebber, where she was responsible for business development and investor relations. From 1999 to 2001, Ms. Soh was a Vice President with Bear Stearns Merchant Banking, where she helped raise a \$1.5 billion institutional private equity fund. Before joining the Merchant Banking Group, Ms. Soh was an investment banking associate in the Mergers & Acquisitions Department at Bear Stearns & Co. Prior to Bear Stearns, Ms. Soh was an Associate at Cravath, Swaine & Moore. J.D., Harvard Law School; B.A., Yale College.

**Ms. Sarah Somers.** Ms. Somers is registered the State of California. Ms. Somers is a Director in Marketing. Prior to joining Perella Weinberg Partners, Ms. Somers was Vice President of Marketing and Investor Relations at Silver Lake, where she was responsible for marketing and relationship management with institutional investors. Prior to joining Silver Lake in 2007, Ms. Somers was an Associate at Morgan Stanley where she held positions in the Office of the President, focused on firm strategy, and in the Investment Banking Division as part of the Financial Sponsors group.

Ms. Somers received an Honors Bachelor of Science in Finance and International Business, magna cum laude, from Marquette University.