

WILLIS STEIN & PARTNERS II, L.P.



INVESTING FOR FLORIDA'S FUTURE

STATE BOARD OF ADMINISTRATION
Placement Agent Disclosure Certification
External Investment Manager
Agreement Extension or Amendment

Receipt of Policy

- We have received a copy of SBA Executive Director Policy 10-045, *Disclosure of the Use of Placement Agents*.

Disclosure of Placement Agent (Please check one of the following)

- Neither we, as an External Investment Manager for the SBA, nor any of our principals, employees, agents, or affiliates, compensated or agreed to compensate, directly or indirectly, any person or entity to act as a Placement Agent in connection with the original investment by the SBA. **If checked, no further information is required.**
- We, as an External Investment Manager for the SBA, or one of our principals, employees, agents, or affiliates, compensated a Placement Agent in connection with the original or subsequent investment by the SBA. The following Placement Agent was utilized:

Donaldson, Lutkin & Jenrette

- Information not available. Explanation attached.

Extent of Placement Agent Utilization (Please check one of the following)

- We, as External Investment Manager for the SBA, utilized the Placement Agent identified above for all clients related to the original investment by the SBA.
- We, as External Investment Manager for the SBA, utilized the Placement Agent identified above only for a subset of clients related to the original investment by the SBA. Explanation attached.
- Information not available. Explanation attached.

Disclosure of Third Party Placement Agent (Please check one of the following)

- We, as External Investment Manager for the SBA, represent that the Placement Agent identified above did not compensate, directly or indirectly, any third party (including a subcontractor) to solicit the investment by the SBA or any third party who was paid based upon the investment commitment by the SBA.
- The Placement Agent identified above compensated a third party to solicit the investment by the SBA or a third party was otherwise paid based upon the investment commitment by the SBA. Name of Third Party Placement Agent attached.
- Information not available. Explanation attached.

Monitoring of Third Party Placement Agent (Please check one of the following)

- N/A If applicable, attached is a description of the actions taken by the Placement Agent identified above to monitor and supervise the conduct of the Third Party Placement Agent referenced above, in connection with an investment by the SBA
- Information not available. Explanation attached.

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Placement Agent Qualifications (Please check one of the following)

- Attached is a résumé for each officer, partner, or principal of the Placement Agent used in connection with the original investment by the SBA (and any Third Party Placement Agent as appropriate), detailing the person's education, professional designations, regulatory licenses, work experience, and investment experience.
- Information not available. Explanation attached → MAIN CONTACT AT DLJ WAS
LARRY L. HENRY

Regulatory Registrations (Please check one of the following)

- The Placement Agent identified above (and any Third Party Placement Agent as appropriate) was registered with the Securities and Exchange Commission (SEC), the Financial Industry Regulatory Association (FINRA), and/or a similar regulatory body in a country other than the United States, at the time of the original SBA investment. Confirmatory documentation attached. → USED DLJ
- None of the above or information not available. Explanation attached.

Description of Placement Agent Services (Please check one of the following)

- Attached is a description of the services performed by the Placement Agent identified above (including whether the nature of the services were either ministerial or influential) in connection with the investment by the SBA at the time of the original SBA investment. DLJ WAS USED TO TAKE ADVANTAGE OF THE NUMEROUS RELATIONSHIPS THAT DLJ HAS IN THE LP COMMUNITY AS WELL AS ASSIST IN THE PREPARATION OF THE PRIVATE PLACEMENT MEMO & INCREASE OVERALL EFFICIENCY OF THE PROCESS.
- Information not available. Explanation attached.

Placement Agent Compensation

- Attached is a description of any and all compensation of any kind provided to the Placement Agent identified above (and any Third Party Placement Agent as appropriate) in connection with the original and any subsequent investment by the SBA. This description shall include the nature, timing, and value of the compensation. THE AGREEMENT BETWEEN WILLIS STEIN & PARTNERS AND DLJ IS SUBJECT TO A CONFIDENTIALITY AGREEMENT, THEREFORE, I AM UNABLE TO SHARE THE CONTRACT TERMS.

Signature

- We certify that the statements and indications above are true and accurate, and this disclosure form is signed by our firm's chief executive officer or other appropriate senior officer or partner (i.e., a person with authority specifically and directly delegated to him or her by the CEO for this purpose).

David Mills
Signature

CFO
Title

David Mills
Print Name

Willis Stein & Partners II, L.P.
Name of the Firm

June 2, 2010
Date