

ATTACHMENT A

Form of Placement Agent Policy Disclosure Letter

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

Re: Disclosure Letter pursuant to Placement Agent Policy

Ladies and Gentlemen:

Under Section III(A) of the Placement Agent Policy adopted by the North Carolina Department of State Treasurer on October 19, 2009 (the "Placement Agent 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 Placement Agent 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 (as such term is defined in Section VII(B) of the Placement Agent Policy). Pursuant to and in accordance with such Placement Agent 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 Placement Agent 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: Please see attached document for responses to items 2-8.

(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.

(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)*:

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))*:

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))*

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):

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:

(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*):

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 document for additional information.

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

9. The Investment Manager hereby confirms that none of the Investment Manager, the Placement Agent nor their respective officers, partners, principals or affiliates has made any contribution to the Treasurer or any elected official in violation of any published policy approved by the Treasurer or applicable state or federal law.

[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,

DW Merchant Banking II, Inc.
Name of Investment Manager

By: Melissa J. Vlak
Name: Melissa Vlak
Title: Vice President
Date: 1/5/2010

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

Disclosure Letter reviewed and accepted by:

NORTH CAROLINA DEPARTMENT OF STATE TREASURER

By: _____
Name: _____
Title: _____
Date: _____

By: _____
Name: _____
Title: _____
Date: _____

**Responses to the relevant placement agent questions contained in “Addendum A – Form Investment Manager Disclosure Letter ” document provided to DLJ Merchant Banking by the North Carolina Department of State Treasurer
Re: DLJ Merchant Banking Partners II, L.P. (the “Fund”)**

2. (a)

DLJ Merchant Banking, Inc. (the “Company”) engaged the Private Fund Group of Credit Suisse Securities (USA) LLC (formerly Donaldson, Lufkin & Jenrette Securities Corporation, “PFG” or the “Placement Agent”) per an engagement letter dated July 30, 1996 (the “Engagement Letter”).

2. (b)

The names of the Placement Agent’s current Managing Directors that were employed by PFG as of the date of the Engagement Letter (the “Managing Directors”) are provided below along with these individuals’ biographies.

1. **Raymond J. Cosman, Managing Director – Group Co-Head and Head of Global Distribution.** Ray co-founded the Private Fund Group in March 1994. Prior to joining the PFG, he spent ten years as a Vice President of Merrill Lynch Capital Markets responsible for selling institutional private placement partnerships and direct equity placements. Prior to that time, Ray spent seven years as head of marketing, sales, and client relations for Merrill Lynch Economics. B.S. University of Montana.
2. **John C. Robertshaw, Managing Director – Group Co-Head and Head of Global Project Management.** John joined the PFG 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.

2. (c)

N/A

3.

Per the Engagement Letter, the Company agreed to pay PFG a cash fee equal to 2.0% of aggregate principal amount of securities sold, excluding securities sold to select investors with existing relationships with the Company. In addition, the Company agreed to reimburse PFG’s out-of-pocket expenses.

4.

Per the Engagement Letter, PFG agreed to act as exclusive placement agent in connection with the formation of the Fund. PFG’s services were to include:

- (a) advice with respect to the Fund's structure, capital raising targets, and fundraising strategy;
- (b) advice with respect to general market conditions and investors' return objectives;
- (c) assistance with preparation and dissemination of offering materials and responses to investor questionnaires and analysis of investment returns; and
- (d) identification of, arrangement of meetings with, tracking of information related to, and advice with respect to prospective investors.

PFG and the Company agreed to conduct the fundraise in accordance with securities laws for private placements as well as all other relevant laws and regulations.

5.

Neither the Placement Agent nor any Managing Director 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.

Neither the Placement Agent nor any Managing Director has 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.

(i) Credit Suisse Securities (USA) LLC 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 business of acting as a placement agent.

7. (a)

Credit Suisse Securities (USA) LLC, a registered US broker dealer that is regulated by the SEC and FINRA, is part of the Credit Suisse Group ("CS Group"). CS Group, which is regulated by 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.

7. (b)

Raymond J. Cosman, Managing Director – Group Co-Head and Head of Global Distribution.

1. Registrations – NASD Registered: Series 7; Series 63
2. Number of years of employment by the Placement Agent – Ray co-founded the Private Fund Group in March 1994.
3. Number of years of experience directly related to such business – See biographies in question 2(b) above for additional details.

John C. Robertshaw, Managing Director – Group Co-Head and Head of Global Project Management.

1. Registrations – NASD Registered: Series 7; Series 63; Series 24; Series 12
2. Number of years of employment by the Placement Agent – John joined the Private Fund Group in September 1995.
3. Number of years of experience directly related to such business – See biographies in question 2(b) above for additional details.

8.

Credit Suisse Securities (USA) LLC is not registered as a lobbyist with any state. However, Credit Suisse Securities (USA) LLC does provide financial services to a number of state governments, agencies, and funds that are clients of Credit Suisse Securities (USA) LLC. As a result, certain Credit Suisse Securities (USA) LLC employees are registered as lobbyists in states where their activities trigger registration under that state's lobbying laws. To date, one employee of the Placement Agent (Ryan Schlitt, Director) is registered as a lobbyist in the state of Texas.