



COMPLIANCE CERTIFICATE – PUBLIC PENSION FUND REFORM CODE OF CONDUCT

Reference is made to the Assurance of Discontinuance Pursuant to Executive Law § 63(15) effective as of September 17, 2009 (the "Effective Date") entered into between Andrew M. Cuomo, Attorney General of the State of New York and Falconhead Capital, LLC (the "Investment Firm"), and the Public Pension Fund Reform Code of Conduct attached and incorporated by reference thereto (the "Code of Conduct"). Capitalized terms used but not defined herein have the meaning given those terms in the Code of Conduct.

Pursuant to paragraph 27 of the Code of Conduct, the Investment Firm hereby certifies to the OAG, to the best of its knowledge after inquiry based on the Investment Firm's best efforts, that it has, from the Effective Date through the date hereof, complied with the terms of the Code of Conduct with respect to all Public Pension Funds.

FALCONHEAD CAPITAL, LLC

By: *Glen Bushery*
Name: Glen Bushery
Title: Chief Financial Officer

Dated: January 31, 2011