CONTRA COSTA COUNTY CCCERA Employees' Retirement Association

AGENDA

RETIREMENT BOARD MEETING

SECOND MONTHLY MEETING
September 17, 2014
9:00 a.m.

Retirement Board Conference Room
The Willows Office Park
1355 Willow Way, Suite 221
Concord, California

THE RETIREMENT BOARD MAY DISCUSS AND TAKE ACTION ON THE FOLLOWING:

1. Pledge of Allegiance.

2. Accept comments from the public.

3. Presentation from staff and Torchlight regarding potential commitment to the Torchlight Debt Opportunity Fund V.

4. Consider and take possible action regarding potential commitment to the Torchlight Debt Opportunity Fund V.

5. Presentation from staff on private real estate pacing schedule.

6. Presentation from staff and Oaktree regarding potential commitment to the Oaktree Real Estate Opportunities Fund VII.

7. Consider and take possible action regarding potential commitment to the Oaktree Real Estate Opportunities Fund VII.

8. Presentation from staff and Angelo Gordon regarding potential commitment to the Angelo Gordon Realty Fund IX.

9. Consider and take possible action regarding potential commitment to the Angelo Gordon Realty Fund IX.

10. Review of total portfolio performance including:
    a. Consideration of any managers already under review or to be placed under review.
    b. Consideration of any changes in allocations to managers.
    c. Discussion of revision to 1st quarter 2014 performance report.

11. Consider and take possible action to issue a Request for Proposal for Website Redesign.

12. Miscellaneous
    a. Staff Report
    b. Outside Professionals' Report
    c. Trustees' comments

The Retirement Board will provide reasonable accommodations for persons with disabilities planning to attend Board meetings who contact the Retirement Office at least 24 hours before a meeting.

.

CONTRA COSTA COUNTY CCCERA Employees' Retirement Association

MEETING DATE
SEP 17 2014
AGENDA ITEM
#3

Memorandum

Date: September 17, 2014
To: CCCERA Board of Retirement
From: Timothy Price, CIO, Chih-chi Chu, Investment Analyst
Subject: Torchlight Debt Opportunity Fund V

Recommendation

We recommend that the Board make a capital commitment of $75 million to Torchlight Debt Opportunity Fund V. To meet the capital calls of this commitment, money will be withdrawn from the PIMCO Total Return, Lord Abbett, and Goldman Sachs core plus portfolios, consistent with the stated practice in our Investment Policy Statement of holding funds destined for illiquid fixed income investments in the core plus portfolios.

Overview

Torchlight (formerly known as ING Clarion) is currently raising capital for its Debt Opportunity Fund V (DOF V), which will invest mostly in commercial real estate debts, including commercial real estate (CRE) loans, commercial mortgage-backed securities (CMBS), CMBS interest-only strips, CRE collateralized debt obligation (CDO), etc. The strategy of the Torchlight funds has been to pursue commercial real estate debt investments that meet target fund returns and pass Torchlight's intensive underwriting process. Torchlight management has a combination of practical real estate and capital market expertise that provides for the ability to opportunistically invest across the entire real estate capital stack. With this flexibility, Torchlight is able to evolve with the market opportunity sets and identify investments with the most appropriate risk/return profile for the funds.

CCCERA has invested in the predecessor funds summarized by the table below:

Fund Name	Date	Commitment Amount
ING Clarion DOF I	2004	$ 66 million
ING Clarion DOF II	2006	$128 million
Torchlight DOF III	2008	$ 75 million
Torchlight DOF IV	2012	$ 60 million

Among the four funds, DOF I had been fully realized. All committed capital to DOF II and DOF III has been called. DOF IV got off to a terrific start with early success in investment return. As a result of DOF IV's brisk investment pace, there is only $9 million uncalled capital left for DOF IV.

DOF I was fully realized in 2007 as a successful investment, with a 25% Net IRR and a 1.5X multiple. DOF II, DOF III and DOF IV are all current investments. Due to a tough vintage year, return on DOF II will not come close to DOF I, but DOF III & IV are projected at mid-teen returns.

DOF V's investment objective is to achieve capital appreciation and current income by investing in a diversified portfolio of commercial real estate-related investments, including debt instruments or to a lesser extent, equity stakes in commercial real estate. Fund V may use leverage not to exceed 30% of total assets of the fund to enhance the return. It is targeting a net return of 13-15%.

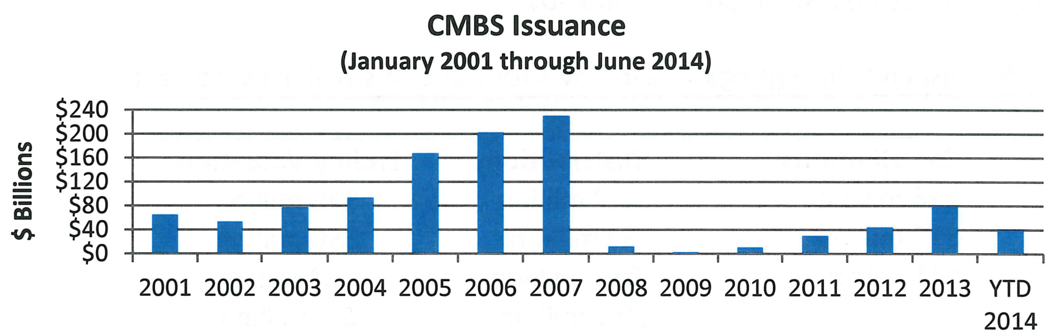
This memo provides a review of DOF V's market opportunities, review of DOF I- IV, a preview of DOF V's investment risk, the impact on the overall CCCERA fixed income portfolio and other investment opportunities and a summary of the key terms of DOF V.

Firm Overview

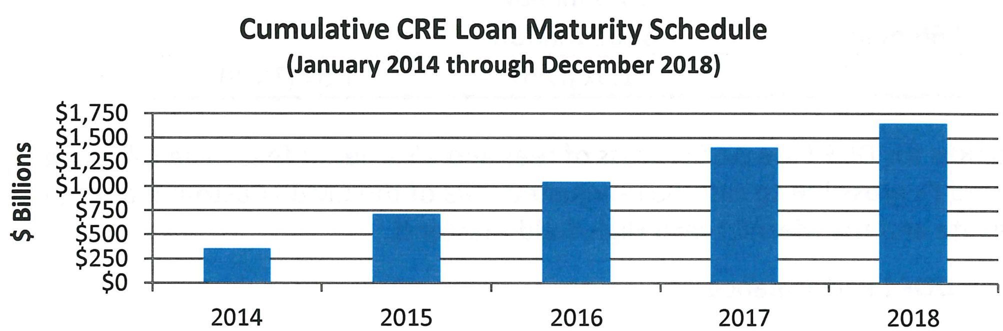
ING Clarion Capital, LLC was founded in 1995 by Dan Heflin. ING, a Dutch insurance and banking conglomerate, had held a 40% minority stake in Mr. Heflin's firm since 2002. Following the financial crisis, ING was required by the Dutch government to sell most of its non-core investments as one of the conditions to receive bailout. In 2010, Mr. Heflin and his partners purchased the ING stake (40%). As a result Mr. Heflin and his partners currently own 100% of the firm and the name was changed to Torchlight Investors, LLC. Including the investments made by ING Clarion, Torchlight has acquired and managed over $20 billion in commercial real estate-related investments over the past 19 years. All key personnel remain with the firm and the firm has added more people since the management took over the 100% ownership.

Market Opportunities

The issuance volume of Commercial Mortgage Backed Securities (CMBS), DOF V's targeted marketplace, has recovered since 2009, but only at a fraction of past levels (see the CMBS Issuance chart below). Meanwhile, there are massive commercial real estate loans coming due in the next few years (see the CRE Loan Maturity chart below) and bank funding for non-standard real estate loans remains scarce today. These conditions of limited new issuance, constrained lending for non-standard loans and looming maturities are creating opportunities for mispriced and distressed securities.



Source: CRE Financial Council



Source: Trepp

On the property side, unlike residential real estate, commercial real estate (CRE) did not go through the supply ramp-up leading to the real estate crisis. Therefore the supply-demand fundamental of CRE is healthier in general than the residential real estate market. Over the past few years much of the commercial real estate equity capital has been focused on gateway city core properties. Much of the activity in these markets has been focused on refinancing old debts with new capital. DOF V will not be focused on the competitive markets in gateway cities. Rather, it will focus more on the selective secondary markets, where business and people continue to move into but investors have largely overlooked to date.

Review of DOF I

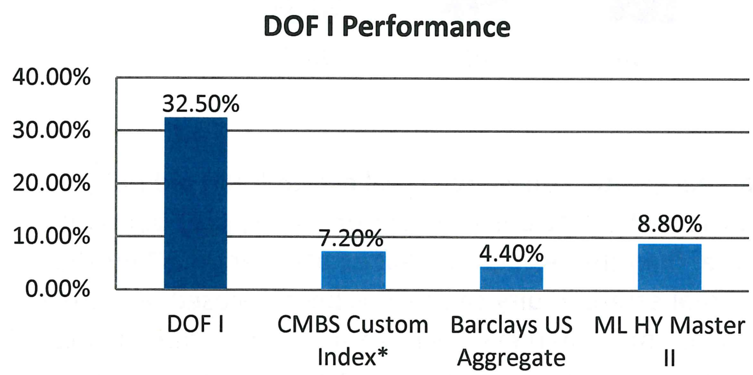
CCCERA committed $66 million to the $280 million Fund I and began investing in 2004. Within three years, DOF I was almost entirely liquidated. This investment generated great return and significantly exceeded expectations. DOF I portfolio is consisted of below-investment grade CMBS (78.6%), investment grade CMBS (10.8%), CRE CDO (1.6%), and other CRE (9%).

Please note that some of the earlier write-offs turned out not to be worthless and generated more than $2 million of distributions to CCCERA in 2013 and 2014. The fund still holds some written-off assets, but future distributions are unknown.

The following table displays the aggregate cash flows for CCCERA's DOF I investment:

ING Clarion Debt Opportunity Fund I			
Year	**Contributions**	**Distributions**	**Ending Valuation**
2004	$36 million	$0.7 million	$36 million
2005	$19 million	$4 million	$56 million
2006	$11 million	$93.5 million	$1.3 million
2007		$0.2 million	$.7 million
2013		$1 million	
2014		$1.3 million	
Total	**$66 million**	**$100 million**	
Multiple		1.5x (DPI)	1.5x (TVPI)

CCCERA's realized IRRs for DOF I are 32.5% gross of fees and 25% net of fees. The following chart compares Fund I's gross IRR to cash flow-adjusted IRRs of the CMBS Custom Index, the Barclays US Aggregate and the Merrill Lynch High Yield Master II.



**The CMBS Custom Index uses the returns of the CMBX Series 2 BBB. When data is not available, the CMBS Custom Index uses the Barclays Capital CMBS BBB Index.*

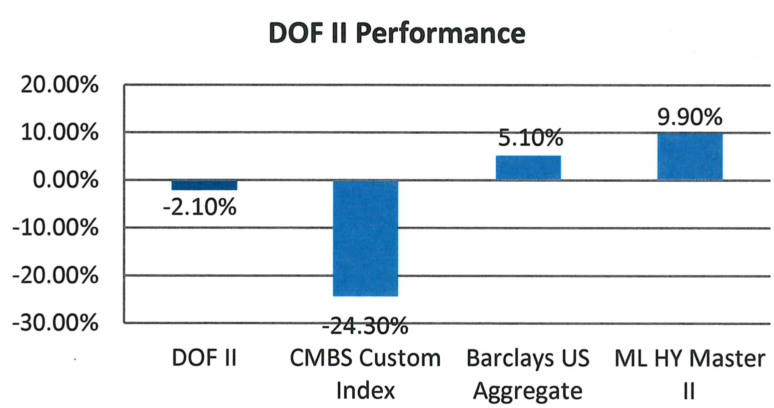
Review of DOF II
CCCERA committed a total of $128 million to the $732 million DOF II. DOF II began investing in 2006. The fund has survived the the financial crisis, though with a return that is below the stated expectation. Due to the fund's lower leverage and higher asset quality, DOF II has been able to avoid large permanent capital loss suffered by most of its peers.

DOF II portfolio is consisted of investment grade CMBS (78.1%), CRE loans (10.7%), below-investment grade CMBS (9.3%), and CRE CDO (1.9%).

The following table displays the aggregate cash flows since inception for CCCERA's DOF II:

Torchlight Debt Opportunity Fund II			
Year	**Contributions**	**Distributions**	**Ending Valuation**
2006	$11.4 million	$30 thousand	$11 million
2007	$56.3 million	$3.2 million	$57.5 million
2008	$60.3 million	$5 million	$37 million
2009		$8 million	$39 million
2010		$7 million	$45 million
2011		$1.5 million	$53 million
2012			$65 million
2013			$76 million
2014			$79 million
Total	**$128 million**	**$25 million**	**$79 million**
Multiple		0.2x (DPI)	0.8x (TVPI)

CCCERA's current gross IRR for DOF II is -2.1 %, a marked improvement from -11.3% as of 2012 and -44% as of 2008. The following chart compares DOF II's gross IRR to cash flow-adjusted IRRs of CMBS Custom Index. It also compares to cash flow-adjusted IRRs of Barclays US Aggregate and Merrill Lynch High Yield Master II. Based on Torchlight's assessment, DOF II is likely to have a zero to slightly positive net return.



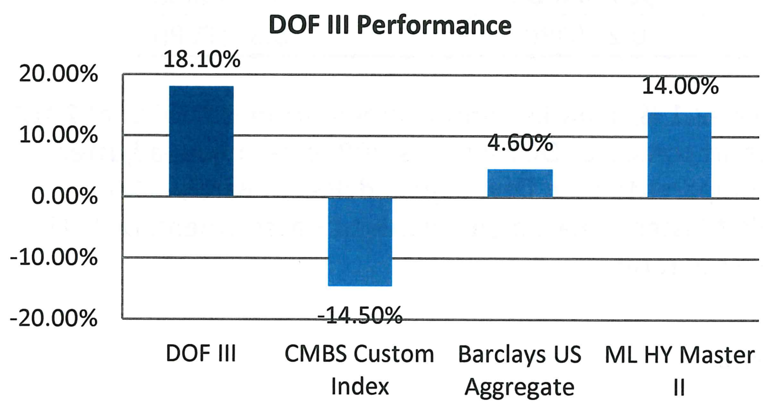
Review of DOF III

CCCERA committed total of $75 million to the $764 million DOF III and began investing in 2008. DOF III portfolio is consisted of investment grade CMBS interest-only strips (41.4%), below-investment grade CMBS (18.5%), CRE loans (16.6%), investment grade CMBS (13.8%), CRE CDO (9.1%), and other CRE (0.6%).

The following table displays the aggregate cash flows since inception for CCCERA's DOF III:

Torchlight Debt Opportunity Fund III			
Year	**Contributions**	**Distributions**	**Ending Valuation**
2008	$7.5 million		$7.5 million
2009	$11 million	$0.2 million	$24 million
2010	$32.5 million	$2.4 million	$54 million
2011	$24 million	$4.2 million	$74.5 million
2012		$20.8 million	$64 million
2013		$34.8 million	$39.4 million
2014		$29.9 million	$16.3 million
Total	**$75 million**	**$92 million**	**$16.3 million**
Multiple		1.2x (DPI)	1.4x (TVPI)

CCCERA's current IRRs for DOF III are 18.1% gross of fees and 13.1% net of fees. The following chart compares DOF III's gross IRR to cash flow-adjusted IRRs of other indices.

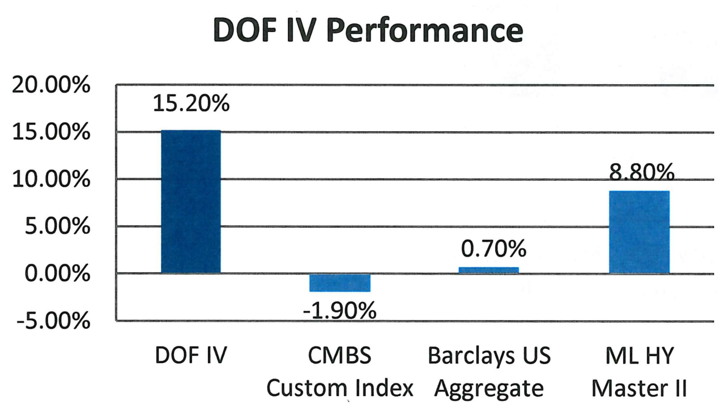


Review of DOF IV
CCCERA committed total of $60 million to the $956 million DOF IV and began investing in 2012. The fund got off to a quick start both in deploying and returning capital. DOF IV is consisted of CRE loans (58.6%), below-investment grade CMBS (20%), CMBS interest-only strips (14.4%), other CRE (5.3%), investment grade CMBS (0.9%), and CRE CDO (0.9%).

The following table displays CCCERA's DOF IV cash flows since 2012:

Torchlight Debt Opportunity Fund IV			
Year	**Contributions**	**Distributions**	**Ending Valuation**
2012	$18 million		$17.9 million
2013	$6 million	$1.6 million	$27 million
2014	$18 million	$3.2 million	$44 million
Total	**$42 million**	**$4.8 million**	**$44 million**
Multiple		0.1x (DPI)	1.2x (TVPI)

As such, CCCERA's current IRRs for DOF IV are 15.2% gross of fees and 12.8% net of fees, outperforming the markets significantly. The following chart compares DOF IV's gross IRR to cash flow-adjusted IRRs of the CMBS Custom Index. It also compares the fund to cash flow-adjusted IRRs of the Barclays US Aggregate and the Merrill Lynch High Yield Master II.



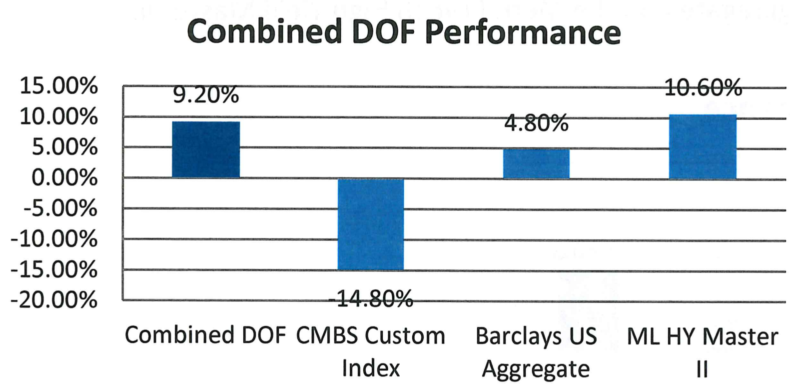
Review of Torchlight Relationship with CCCERA

From DOF I to DOF IV, CCCERA committed a total of $329 million to Torchlight. The combined CCCERA contribution since inception of the relationship is $311 million, distribution back to CCCERA is $222 million ($92 million since 2002), and the current market value of CCCERA's portion of the funds is $139 million.

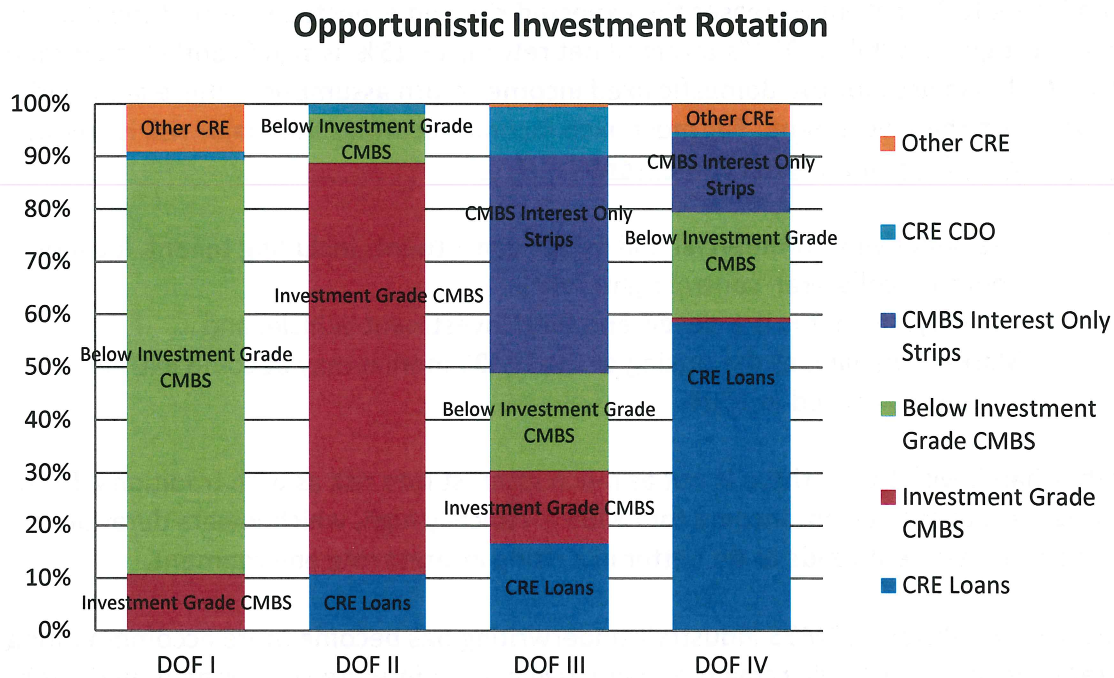
CCCERA's combined IRRs for all Torchlight Funds are 9.2% gross of fees, and 5% net of fees. The overall performance was detracted by the largest commitment to the worst vintage, DOF II. The table below summarizes CCCERA's performance and commitment with each of the funds. Going forward a more consistent commitment amount will reduce the risk of market timing.

	DOF I	DOF II	DOF III	DOF IV	Total
Net IRR	25%	-3.7%	13.1%	12.8%	9.2%
Commitment	$66 million	$128 million	$75 million	$60 million	$329 million

The following chart compares CCCERA's combined gross IRR to cash flow-adjusted IRRs of CMBS Custom Index. It also compares to cash flow-adjusted IRRs of Barclays US Aggregate and Merrill Lynch High Yield Master II.



The chart below illustrates the investment allocation shifts from DOF I through DOF IV.



Risk, Impact and Future Opportunities in Domestic Fixed Income Program
Any commitment to Torchlight increases the expected risk and expected return of the domestic fixed income program. While DOF V's targeted net return, 13-15%, is significantly higher than the 3% that Milliman uses for the domestic fixed income return assumption, there are clearly risks involved with this investment. For most fixed income securities the major risk is credit. The major sources of risk in this fund come from:

i) The underlying commercial real estate constituents including tenant, location, operator, collateral, control rights, etc.,
ii) Liquidity, since this is a closed-end fund investment vehicle, and
iii) Market volatility, as the pricing of the CMBS market may become extremely volatile, as proved in 2008.

On the other hand, with DOF V there is not as much interest rate risk as with traditional fixed income securities, as the current income for CMBS is typically high, which lowers duration. Lower duration investment tends to do better in a rising interest rate environment.

On the macro side, although CMBS industry's underwriting has become more accommodating (see the table below), DOF V will remain conservative and underwrite smaller deals with high cash flow and strong control features.

CMBS Key Underwriting Standards Recent Cycles

	2007	2011	2014
Average Reported Loan-To-Value	73%	61%	65%
Percent Of Full Interest-Only Loans	45%	14%	19%

As of July 31, 2014, CCCERA's total fund had a market value of approximately $6.95 billion. The domestic fixed income asset class has an adjusted target of 20% of the total fund, and traditionally CCCERA allocated up to 20% of the domestic fixed income to non-traditional fixed income. This approach translates into a non-traditional fixed income allocation of approximately $278 million. As of July 31, 2014, CCCERA's exposure to Torchlight is $140 million ($131 million of market value and $9 million of uncalled capital), which leaves availability to commit to future non-traditional debt opportunities of $138 million.

At the total fund level, two of CCCERA's real estate managers, Oaktree and Siguler Guff, also have material exposures to CMBS and mortgage-backed securities. In addition, there are other fixed income investment opportunities that may become appealing in a rising rate environment, such as direct lending (to small business, venture-backed company) and strategic credit (investing tactically in opportunistic industries and opportune debt instruments).

Taking into consideration CCCERA's current allocations and prospects for guruer investment opportunities, we recommend the Board consider committing $75 million to DOF V, leaving more than $60 million available to invest in other fixed income opportunities. The new proposed targets for domestic fixed income are provided in the table below. The proposed target for Fund V and other fixed income opportunities is achieved by slightly reducing the target allocations of the PIMCO Total Return, Lord Abbett and Goldman Sachs Core Plus accounts. The proposed allocation keeps the combined amount to Torchlight at 15% of the total domestic fixed income allocation.

Total Fund Assets as of 7/31/14: $6.95 Billion

Domestic Fixed Income	*Current Target % of Total*	*Proposed Target % of Total*	% of Fixed	Target Assets (millions)
AFL-CIO HIT	3.3%	3.3%	16.5%	$229
PIMCO	5.6%	4.8%	24%	$334
Goldman Sachs	4.6%	4.0%	20%	$278
Lord Abbett	4.6%	4.0%	20%	$278
Torchlight DOF II	1.1%	1.1%	5.5%	$76
Torchlight DOF III	0.2%	0.2%	1%	$14
Torchlight DOF IV	0.6%	0.6%	3%	$42
Torchlight DOF V		1.1%	5.5%	$76
Future Opportunities		0.9%	4.5%	$63
Total Domestic Fixed	20.0%	20.0%	100.0%	$1,390

The resulting target is a balanced fixed income portfolio with 16.5% of the assets in a safe, agency-backed multi-family mortgage portfolio managed by AFL-CIO, 64% in traditional core plus fixed income portfolios, divided among PIMCO, Goldman Sachs, and Lord Abbett, 15% in return-enhancing CMBS portfolios managed by Torchlight, and the remaining 4.5% ready to be deployed into future opportunities, summarized by the table below.

POST COMMITMENT RISK OVERVIEW ON CCCERA DOMESTIC FIXED INCOME PORTFOLIO

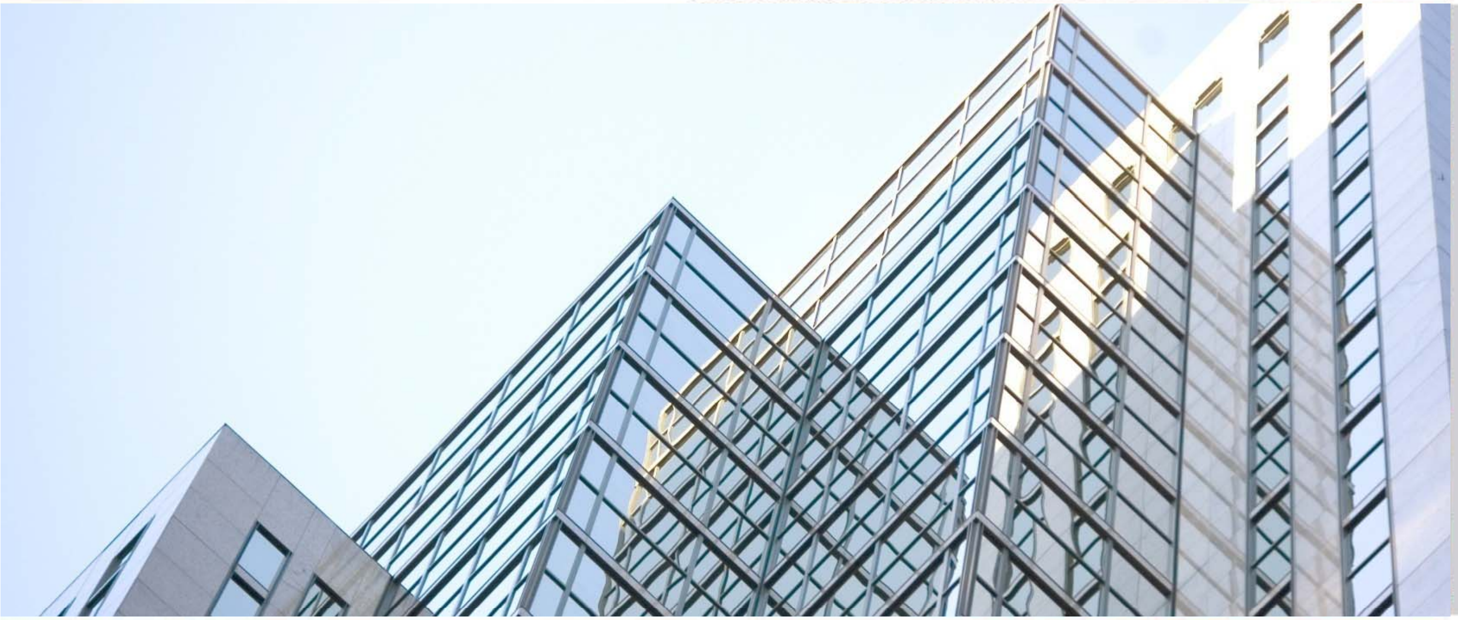
	Spread to Treasury	Cash Yield	Risk Rating	Primary Risks	Equity Kicker	% in CCCERA Fixed Income
AFL-CIO	Low (<50)	3-4%	Agency	Agency, Interest Rate	No	16.5%
Core Plus	Low-Mid (50~200)	3-4%	AA	Agency, Interest Rate, Corporate, Sovereign	No	64%
Torchlight	**High (>1,000)**	**6-7%**	**B**	**Real Estate, Corporate, Liquidity**	**Yes**	**15%**
Future Opportunities	Very High	8%+	Not Rated	Corporate, Sovereign, Liquidity, Technology	Yes	4.5%

Summary of Key Terms of Torchlight Debt Opportunity Fund V, LLC

General Partner:	Torchlight Debt Opportunity V GP, LLC
Targeted Assets:	Debt and other interests relating to commercial real estate or entities
Target Return:	13%-15% (net of expenses, management fees and the incentive allocation)
Target Size:	\$1 billion
Closings:	After the Fund's initial closing, subsequent closings may occur no later than 15 months after the initial closing.
Commitment Period:	Three years after the final closing. During the Commitment Period amounts distributed to L.P. shall be restored to L.P.'s unfunded Commitments and subject to recall by G.P.'s discretion.
Term:	Eighth anniversary of its final closing, possible two additional one-year periods by G.P.'s discretion.
Management Fee:	1.5% of the commitment during the Commitment Period; 1.5% of the invested capital after that
Distributions:	Return of Capital to L.P.; • Then, Preferred Return to L.P. – 9%; • Then, Incentive Allocation Catch-up - 50% to the Managing Member until the Managing Member has received 20% of the cumulative amounts of income distributed pursuant; • Then, Incentive Allocation - 80% to the Member and 20% to the Managing Member.
Diversification:	15% limit on a single asset

Torchlight Investors

September 2014



TORCHLIGHT
INVESTORS

Disclaimer

The information contained within is intended for a one-on-one discussion with CCCERA only. No other party is intended to use it.

This is not an offer to sell or a solicitation to buy any security, investment product or any advisory service, nor do these materials constitute investment advice. Investments in our sponsored funds are offered pursuant to prospectuses or other offering memoranda that are available from us upon request. Those documents contain important information about a fund's investment risks, fees and expenses and should be reviewed carefully in connection with any decision to invest. Any reproduction or use of this information in whole or in part, is prohibited other than with prior written approval of Torchlight Investors, LLC ("Torchlight Investors" or "Torchlight").

Neither Torchlight nor any of its affiliates make any representation or warranty as to the accuracy or completeness of the information contained herein and nothing contained herein shall be relied upon as a promise or representation whether as to the past or future performance. The information set forth herein includes estimates, projections and significant elements of subjective judgment and analysis which Torchlight believed to be reasonable when made. No representations are made as to the accuracy of such estimates or projections or that all assumptions relating to such estimates or projections have been considered or stated or that such estimates or projections will be realized. Prior investment returns are not indicative of future performance.

Certain information discussed in this presentation, including references to estimated investment returns, constitutes forward-looking statements within the meaning of U.S. federal securities law. Although Torchlight believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions, it can give no assurance that its expectations will be achieved. Among other matters, Torchlight has made various assumptions regarding interest rates, market cycles, default rates, commercial real estate fundamentals and predicted correlations among them. Forward-looking information is subject to certain risks, trends and uncertainties that could cause actual results to differ materially from those predicted. In particular, no assurance can be offered that any estimated investment return expectation will be achieved or that any referenced investment strategy will be implemented successfully. This presentation is intended to be viewed solely by a sophisticated investor who has, or together with the investor's professional adviser, has significant experience in real estate-related assets. Any person reviewing this presentation is encouraged to discuss the limitations of this presentation, especially those relating to Torchlight's assumptions and relevant risks and uncertainties, both with Torchlight's representatives and any professional advisers retained by the reviewer.

Market values, net asset values and capital account values are based on information from one or more of the following sources: quotations from dealers, third party pricing services and market transactions of comparable securities. The historic values used in this presentation are values used to calculate the Fund's net asset value. To the extent the Fund's net asset value reflects positions that are illiquid or otherwise difficult to value, we may apply our judgment and internal valuation procedures. These may differ from the value that would have been used had a broader market for the securities existed and the differences could be material.

Portfolios are actively managed and subject to change.

The information contained herein supersedes all previous such information received by you and may be superseded by information received by you thereafter.

Presenter Biographies

Daniel Heflin – Partner, Chief Investment Officer

Dan is a Partner and the Chief Investment Officer, as well as a member of the Investment and Operating Committees. Dan was the Founder of Torchlight and has 27 years of professional experience. Prior to Torchlight, Dan worked at Ocwen Financial Corporation, Credit Suisse and Arthur Andersen LLP. Dan is a Certified Public Accountant in the State of New York, holds a BS from Texas Christian University and an MS from the London School of Economics and Political Science.

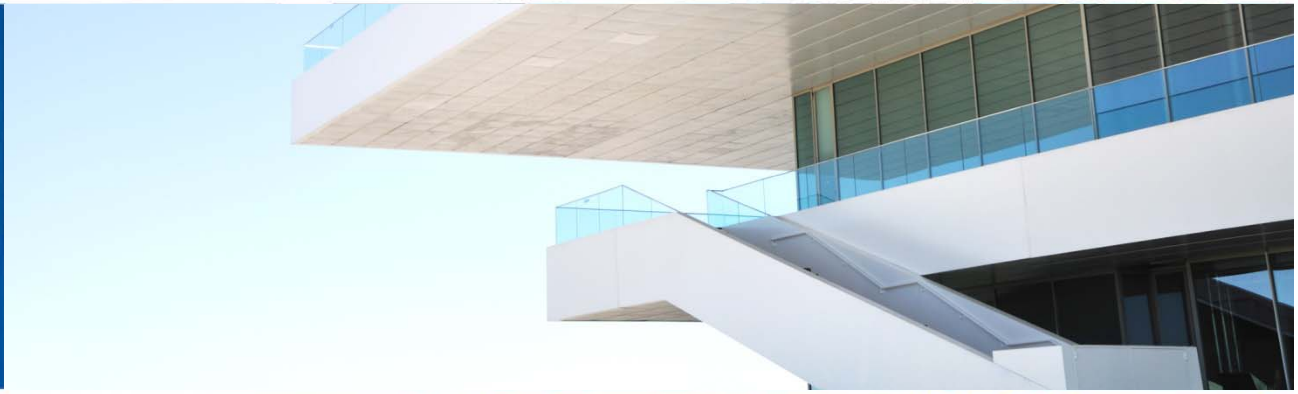
Michael Romo – Partner, Investor Relations

Michael Romo is a Managing Director in the investor relations group. He has 21 years of professional experience. Prior to Torchlight, Mike worked at Hawkeye Partners and Giuliani Partners. At Hawkeye, Mr. Romo served as a member of the Management and Investment Committees in addition to his responsibilities as head of sourcing for new managers and marketing. Mr. Romo holds a BBA in Finance from Southern Methodist University.

Table of Contents

Presentation

Appendix



Unless otherwise noted, all information is as of the date of this presentation and the source of information is Torchlight Investors.

Date of presentation: 9/17/14

TORCHLIGHT INVESTORS

Executive Summary

Section I

TORCHLIGHT INVESTORS

Executive Summary

Torchlight will seek to take advantage of its proven investment approach and competitive advantages to produce opportunistic returns for investors in Torchlight Debt Opportunity Fund V

Torchlight Debt Opportunity Fund V

- Target Investments
  - As in its predecessor funds, Fund V will predominately target opportunistic investments in commercial real estate debt including:
    - Commercial mortgage backed securities
    - Senior and mezzanine loans
    - Participating mortgages
- Target Returns
  - The fund will target absolute net returns
    - Base Case Target: 13% to 15%
    - Upside Case Target: 19% to 21%
  - Fund V will maintain a moderate position with respect to leverage (not to exceed 30%)

Market Opportunity

- Distressed Situations
  - The global credit crisis and decline of property values have created significant distressed situations for property owners and lenders
  - Through its debt workout business, Torchlight has a sourcing advantage to access distressed opportunities
- Restricted Lending Environment
  - The reduction in capacity by lenders and more stringent lending criteria have reduced debt availability
  - Bank funding for non-standard loans is scarce
  - Over the next four years, over $1.5 trillion commercial mortgage backed loans are projected to mature

TORCHLIGHT INVESTORS

Executive Summary

Torchlight is committed to long-term client relationships that have been developed through prudent investing and straightforward communication

Torchlight Investors

- Established Institutional Asset Manager
  - Independent specialist in commercial real estate debt since the firm's launch in 1995
  - Torchlight manages over $4.0 billion in investment assets
- Experienced and Innovative Team
  - The senior management team averages 25 years of industry experience, with an average of 14 years with Torchlight
  - The expertise and insight of the management team yield innovative product structures and portfolio management strategies
- Proven Investment Approach and Strategy Execution
  - Since its inception in 1995, Torchlight has acquired over $20 billion commercial real estate assets for institutional investors
  - Torchlight has launched seven opportunistic and value-add funds; four are fully realized
- Successful Track Record
  - Torchlight Debt Opportunity Funds I, III and IV are meeting or exceeding return expectations
  - Fund II is on target to produce a small positive return due to its portfolio positioning

TORCHLIGHT INVESTORS

Torchlight Investors Overview

Section II

Firm Overview

Firm

- SEC registered investment advisor formed in 1995 as a joint venture with Jones Lang Wootton Realty Advisors
  - Changed name in 2002 to ING Clarion Capital when ING purchased a minority interest
  - Changed name to Torchlight Investors in 2010 when ING's minority interest was purchased
  - Torchlight is now 100% owned by the management team
- $4.0 billion under management in a spectrum of U.S. commercial real estate debt strategies
- Investment Types
  - B-Notes
  - CMBS
  - First-lien mortgages
  - Mezzanine loans
  - Preferred equity
- Distressed Debt Workout
  - Rated special servicer on $30.3 billion par value of commercial real estate debt
  - Management of $2.1 billion in distressed assets

Torchlight Representative Client List

Arkansas Teacher Retirement System
Central Pension Fund
CenturyLink Investment Management Company
Contra Costa County Employees' Retirement Association
Houston Police Officers' Pension System
Illinois Municipal Retirement Fund
Kansas Public Employees Retirement System
Los Angeles City Employees' Retirement System
Los Angeles Water & Power Employees' Retirement Plan
Massachusetts Laborers Pension Fund
Metropolitan Real Estate Equity Management, LLC
Nebraska Investment Council
New York State Teachers' Retirement System
Oregon State University Foundation
South Carolina Retirement Systems
Sutter Health
Texas Treasury Safekeeping Trust Company
University at Buffalo Foundation, Inc.
University Hospitals Health System
Utah Retirement Systems
Wyoming Retirement System

All firm information is as of 6/30/14.
The representative clients were not included based on performance criteria. It is not known whether the listed clients approve or disapprove of the advisory services provided by Torchlight Investors. Clients who do not wish to disclose their identity have been excluded. Registration with the U.S. Securities and Exchange Commission as an investment adviser does not imply any level of skill or training.

TORCHLIGHT INVESTORS

Firm Organization

Investment Committee

Samuel Chang
Partner,
Acquisitions & Portfolio Management
- Joined Torchlight in 1998
- 16 years of experience
- BS, Columbia University, 1998
- Commercial Real Estate Finance Council

Daniel Heflin
Partner,
Acquisitions & Portfolio Management
- Founded Torchlight in 1995
- 27 years of experience
- Operating Committee Member
- MS, London School of Economics, 1992
- BS, Texas Christian University, 1986
- Certified Public Accountant

Steven Schwartz
Partner,
Acquisitions & Portfolio Management
- Joined Torchlight in 2011
- 32 years of experience
- Operating Committee Member
- MBA, New York University, 1989
- BA, Boston University, 1982

William Stasiulatis
Partner,
Acquisitions & Portfolio Management
- Joined Torchlight in 1997
- 17 years of experience
- Operating Committee Member
- MBA, Columbia University, 2004
- MS, Columbia University, 2004
- BA, Columbia University, 1997

Marc Young
Partner,
Chief Credit Officer
- Joined Torchlight in 2008
- 21 years of experience
- MBA, Temple University, 1992
- BS, Pennsylvania State University, 1990

Acquisitions & Portfolio Management

12
Acquisitions & Portfolio Management Professionals

Average Industry Experience:
15 Years

Asset Management

8
Asset Management Professionals

Average Industry Experience:
14 Years

Distressed Debt Workout

6
Distressed Debt Workout Professionals

Average Industry Experience:
8 Years

Financial Control / Operations

10
Financial Control / Operations Professionals

Average Industry Experience:
10 Years

Investor Relations

5
Investor Relations Professionals

Average Industry Experience:
14 Years

Philosophy and Strategy Development

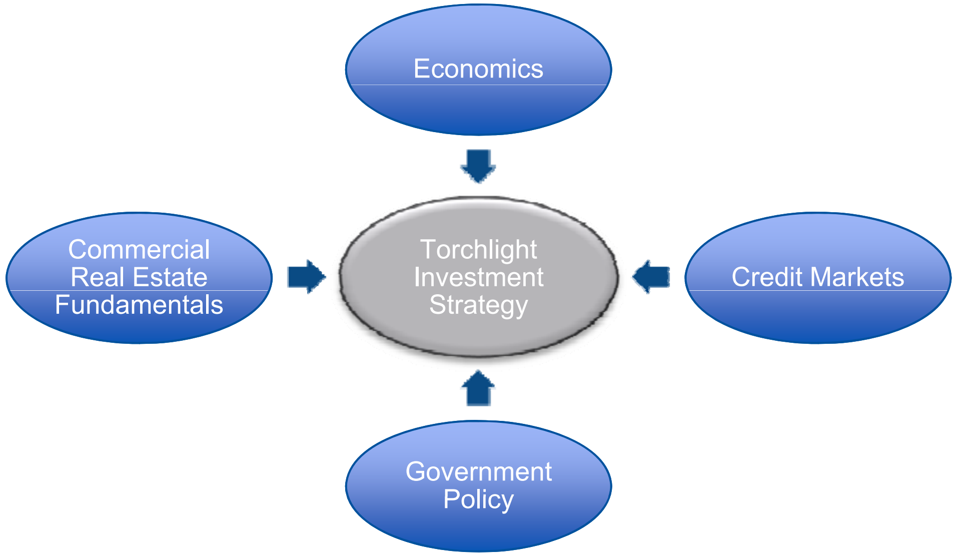
Philosophy

Torchlight was founded to implement superior investment strategies for institutional investors

- Develop informed investment strategies
- Invest based on thorough research and analysis to meet target returns
- Perform continuous surveillance
- Implement risk controls
- Deliver outstanding service and transparent reporting to our clients

Investment Strategy Development

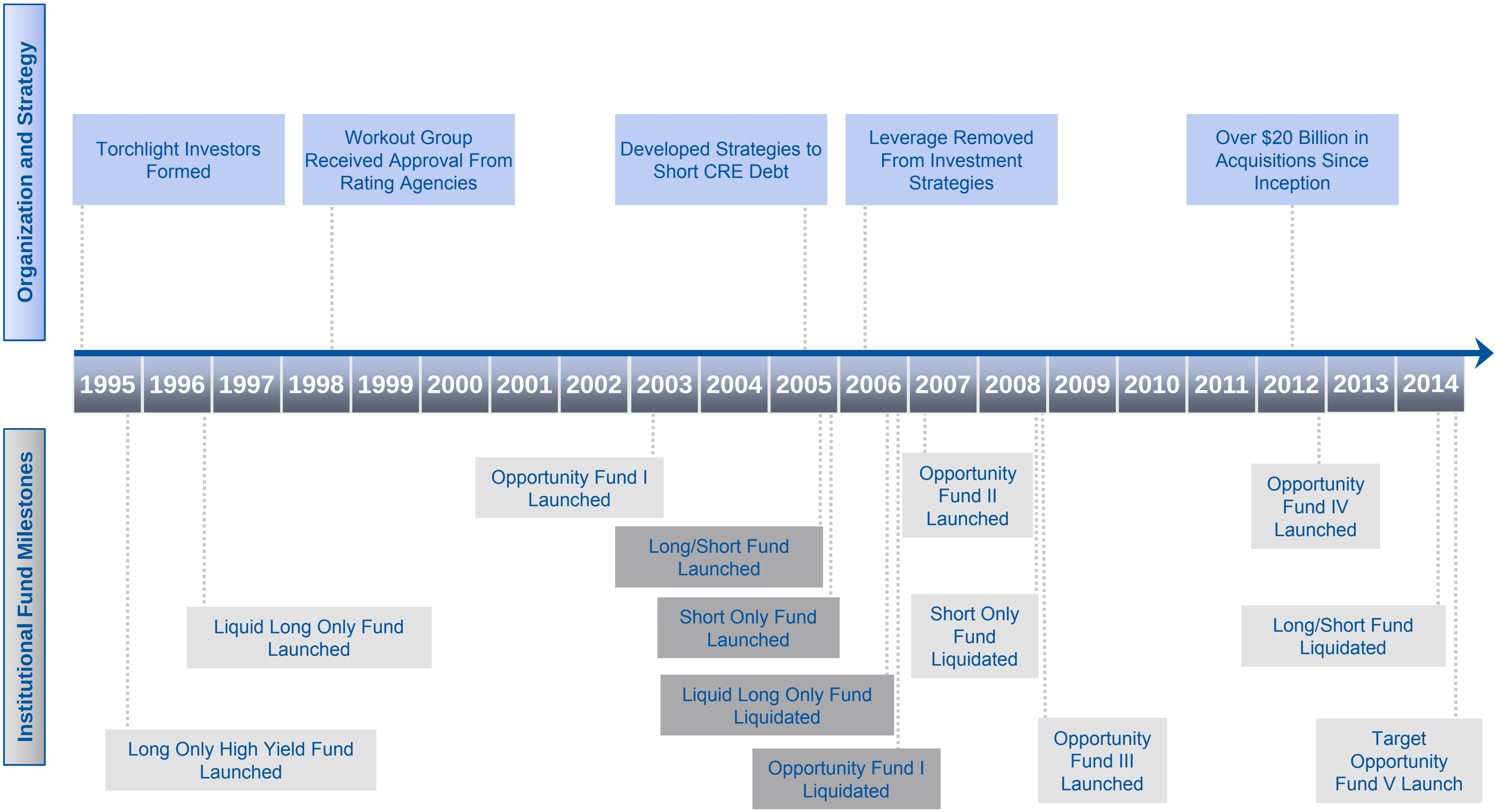
Torchlight believes that successful investing requires a comprehensive evaluation of all relevant factors



TORCHLIGHT INVESTORS

Firm Timeline

Torchlight's management has focused on steady and sustainable growth since the firm was formed in 1995



The Institutional Fund Milestones include institutional funds managed by Torchlight and does not include separate accounts and other strategies.

TORCHLIGHT INVESTORS

Torchlight Institutional Opportunistic and Value-Added Fund Strategies

Torchlight has been managing institutional opportunistic and value-added portfolios since 1996

Fully Realized Portfolios

	Torchlight 1st Fund	Torchlight 2nd Fund	Torchlight 3rd Fund	Torchlight 4th Fund
Fund Name	Gramercy Fund	Debt Opportunity Fund I	Solomer Fund	Aeterno Fund
Strategy	Liquid Long Only	Opportunistic	Short Only	Long/Short
Vintage	1996 – 2006	2003 – 2004	2005 – 2007	2005 – 2007
Fund Size ($MM)[1]	$340	$280	$500	$410
Final Distribution	Dec 2006	Nov 2006	Nov 2008	Jul 2014
Net IRR[2]	9.59%	25.04%	59.96%	8.03%
Net Equity Multiple[3]	2.75X	1.53X	2.52X	1.99X

Partially Realized Portfolios

	Torchlight 5th Fund	Torchlight 6th Fund	Torchlight 7th Fund
Fund Name	Debt Opportunity Fund II	Debt Opportunity Fund III	Debt Opportunity Fund IV
Strategy	Opportunistic	Opportunistic	Opportunistic
Vintage	2007 – 2008	2008 – 2011	Launched Aug 2012
Fund Size ($MM)[1]	$730	$760	$940
Net IRR[2]			
Trailing 1 yr	8.19%	35.88%	10.58%
Trailing 3 yr	16.65%	14.25%	-
Trailing 5 yr	24.63%	12.56%	-
Since Inception	-3.59%	12.93%	8.86%
Net Equity Multiple[3]	0.82X	1.44X	1.06X
Projected Net IRR[4]	0.00% to 1.50%	14.00% to 16.00%	14.00% to 16.00%
Projected Net Equity Multiple[4]	1.00X to 1.10X	1.60X to 1.70X	1.90X to 2.00X

(1) Fund Size represents total capital contributed to each respective fund with the exception of Solomer and Debt Opportunity Fund IV. Investors in the Solomer Fund made capital commitments of $500 million, of which investors provided $70 million to fund collateral obligations on fund investments. Investors in Debt Opportunity Fund IV have made capital commitments of $940 million.

(2) IRR represents an annualized net return since inception for Gramercy Fund and Aeterno Fund. IRRs for Fully Realized Portfolios are as of fund liquidation date. IRRs for Partially Realized Portfolios are as of June 30, 2014.

(3) Net Equity Multiple for Gramercy Fund and Aeterno Fund is calculated as a hypothetical investment made at the inception of the fund and held until the final liquidation of the fund. Net Equity Multiples for Partially Realized Portfolios are as of June 30, 2014.

(4) The Projected Net IRR and Projected Net Equity Multiple for Partially Realized Portfolios are as of June 30, 2014. The Torchlight projections are based upon certain assumptions and analysis regarding future events and conditions, which may include reviews of an individual property's most recent operating statements, lease rollover information, market trends and industry trends. Estimates are contingent upon market and specific asset factors. Actual returns may materially differ. Additional details regarding Torchlight assumptions are available upon request.

Past performance cannot be considered as indicative of future results. The table includes only products for institutional investors. Excluded from the table are funds and accounts managed by Torchlight that have an investment strategy tailored for a particular investor or have not accepted investment from unaffiliated investors. The excluded returns are different and could alter the overall performance record. Each portfolio included herein is managed as a separate portfolio with its own investment objectives, policies and risks disclosed in each respective fund's offering documents, which are available upon request to qualified investors. In addition, anticipated investments of each portfolio will be highly dependent on current and prospective market trends, interest rates, credit performance and counterparty exposures, and as a result may experience materially different results. Investors could lose all or a substantial amount of their investment. There can be no assurance that the projected returns will ultimately be achieved by the fund. The performance numbers set forth above are based on an investor admitted at the initial closing of the fund, and do not take into account the tax impact of structures put into effect for any particular investor or group of investors.

Please refer to Scenario Assumptions Disclaimers for important information on default scenarios.

TORCHLIGHT INVESTORS

Investment Performance

The Torchlight Debt Opportunity Series has outperformed the Merrill Lynch High Yield II Index

Portfolio Performance

(Gross IRR since inception through June 30, 2014)

	Investment ($ Millions)	Torchlight Debt Opportunity Fund	Barclays U.S. Aggregate Index	ML HY Master II Index	Torchlight Projected Scenario Analysis		
					Downside Case	Base Case	Upside Case
CCCERA Investment #1	$66.0	32.5%	4.4%	8.8%	32.5%	32.5%	32.5%
CCCERA Investment #2	$128.0	-2.1%	5.1%	9.9%	-1.5%	1.7%	3.1%
CCCERA Investment #3	$75.0	18.1%	4.6%	14.0%	16.7%	20.5%	23.2%
CCCERA Investment #4	$60.0	15.2%	0.7%	8.8%	0.4%	17.5%	20.8%
CCCERA Aggregate	$329.0	9.2%	4.8%	10.6%	5.9%	11.7%	14.0%
Even Weighted Aggregate	$82.3 per Fund	14.4%	4.6%	10.7%	9.2%	15.7%	17.8%

Torchlight's returns and the indices' returns are presented on a gross basis. CCCERA's returns on investments in Torchlight Funds are and will be lower due to management fees (between 1.0% to 1.5% per annum) and, where applicable, incentive fees of up to 20%.The Torchlight Base, Upside and Downside Case scenarios are based upon certain assumptions and analysis regarding future events and conditions, which may include reviews of an individual property's most recent operating statements, lease rollover information, market trends and industry trends. The results of these reviews are used to adjust baseline assumptions made by Torchlight regarding cap rates, rental rates and vacancy rates among different property types. In the analysis performed by Torchlight, a judgment is made relating to the likelihood and severity of mortgage default, extensions of maturity and future investment activity. Estimates are contingent upon market and specific asset factors which may not lead to projected returns and can result in a lower return and a loss of all or a substantial amount of capital. Additional details regarding Torchlight scenario assumptions are available upon request. There can be no assurance that the projected returns will ultimately be achieved by the Fund. Torchlight Investors has made certain assumptions about spreads, default rates, interest rates, and the period of time for which an investor's capital will remain invested. Actual events are difficult to predict and will be beyond the Fund's control and may be different from those assumed. Actual returns of investors may be materially lower than those projected depending upon the extent and manner in which actual market and economic conditions vary from those assumptions. Such projections involve known and unknown risks, uncertainties and other factors, and undue reliance should not be placed thereon. No representations are made as to the accuracy of such estimates or projections or that all assumptions relating to such estimates or projections have been considered or stated or that such estimates or projections will be realized. You should understand that conditions and events that are not noted above could have a significant impact on the performance of the Fund. No representation or guarantee is being made herein as to the future performance of the investments, that the investments will actually perform as described in any of the illustrative calculations or that the projections set forth herein are the same as determined by Torchlight for other purposes or other clients. Each fund has a separate inception date and the IRR covers a different time period for each Fund. This data is based on the historical information for Fund I, II, III & IV (and certain indices) for a current investor in such Funds. It is not an offer to sell any security or a solicitation of advisory services. Before purchasing any securities, including securities issued by any Fund, you should review offering materials for such securities or Fund. The Even Weighted Fund information is based on the returns of Fund I, II, III and IV and assumes that an equal amount was invested in Fund I, II, III and IV. This is hypothetical performance that does not represent the actual results for any of the Funds or for any investor. It is provided for illustrative purposes only and should not be relied upon as indicative of any Fund's past or expected returns. Past performance cannot be considered as indicative of future results. Other important disclaimers and information are in the documents that accompany this page. Please contact Torchlight should you require any additional information about the methodology used to prepare the data presented on this page.

TORCHLIGHT INVESTORS

Investment Performance

Since CCCERA's investment in Fund IV, the Torchlight Debt Opportunity Series has performed in-line with Torchlight projections

Portfolio Performance Change

(Change of Gross IRR since inception as of December 31, 2011 and June 30, 2014)

	Investment ($ Millions)	Torchlight Debt Opportunity Fund	Barclays U.S. Aggregate Index	ML HY Master II Index	Torchlight Projected Scenario Analysis		
					Downside Case	Base Case	Upside Case
CCCERA Investment #1	$66.0	Δ+18 bp	–	–	Δ+18 bp	Δ+18 bp	Δ+18 bp
CCCERA Investment #2	$128.0	Δ+922 bp	Δ-152 bp	Δ+83 bp	Δ+3 bp	Δ+71 bp	Δ+7 bp
CCCERA Investment #3	$75.0	Δ+788 bp	Δ-278 bp	Δ-211 bp	Δ+915 bp	Δ+287 bp	Δ-116 bp
CCCERA Investment #4	$60.0	-	-	-	-	-	-
CCCERA Aggregate	$329.0	Δ+665 bp	Δ-152 bp	Δ+71 bp	Δ+114 bp	Δ+189 bp	Δ+95 bp
Even Weighted Aggregate	$82.3 per Fund	Δ+382 bp	Δ-149 bp	Δ+37 bp	Δ+82 bp	Δ+173 bp	Δ+43 bp

Torchlight's returns and the indices' returns are presented on a gross basis. CCCERA's returns on investments in Torchlight Funds are and will be lower due to management fees (between 1.0% to 1.5% per annum) and, where applicable, incentive fees of up to 20%.The Torchlight Base, Upside and Downside Case scenarios are based upon certain assumptions and analysis regarding future events and conditions, which may include reviews of an individual property's most recent operating statements, lease rollover information, market trends and industry trends. The results of these reviews are used to adjust baseline assumptions made by Torchlight regarding cap rates, rental rates and vacancy rates among different property types. In the analysis performed by Torchlight, a judgment is made relating to the likelihood and severity of mortgage default, extensions of maturity and future investment activity. Estimates are contingent upon market and specific asset factors which may not lead to projected returns and can result in a lower return and a loss of all or a substantial amount of capital. Additional details regarding Torchlight scenario assumptions are available upon request. There can be no assurance that the projected returns will ultimately be achieved by the Fund. Torchlight Investors has made certain assumptions about spreads, default rates, interest rates, and the period of time for which an investor's capital will remain invested. Actual events are difficult to predict and will be beyond the Fund's control and may be different from those assumed. Actual returns of investors may be materially lower than those projected depending upon the extent and manner in which actual market and economic conditions vary from those assumptions. Such projections involve known and unknown risks, uncertainties and other factors, and undue reliance should not be placed thereon. No representations are made as to the accuracy of such estimates or projections or that all assumptions relating to such estimates or projections have been considered or stated or that such estimates or projections will be realized. You should understand that conditions and events that are not noted above could have a significant impact on the performance of the Fund. No representation or guarantee is being made herein as to the future performance of the investments, that the investments will actually perform as described in any of the illustrative calculations or that the projections set forth herein are the same as determined by Torchlight for other purposes or other clients. Each fund has a separate inception date and the IRR covers a different time period for each Fund. This data is based on the historical information for Fund I, II, III & IV (and certain indices) for a current investor in such Funds. It is not an offer to sell any security or a solicitation of advisory services. Before purchasing any securities, including securities issued by any Fund, you should review offering materials for such securities or Fund. The Even Weighted Fund information is based on the returns of Fund I, II, III and IV and assumes that an equal amount was invested in Fund I, II, III and IV. This is hypothetical performance that does not represent the actual results for any of the Funds or for any investor. It is provided for illustrative purposes only and should not be relied upon as indicative of any Fund's past or expected returns. Past performance cannot be considered as indicative of future results. Other important disclaimers and information are in the documents that accompany this page. Please contact Torchlight should you require any additional information about the methodology used to prepare the data presented on this page.

Commercial Real Estate Debt Overview

Section III

TORCHLIGHT INVESTORS

Macroeconomic Policy and Economic Conditions

Policy measures have created issues for the future while many asset prices continue to increase and others lag

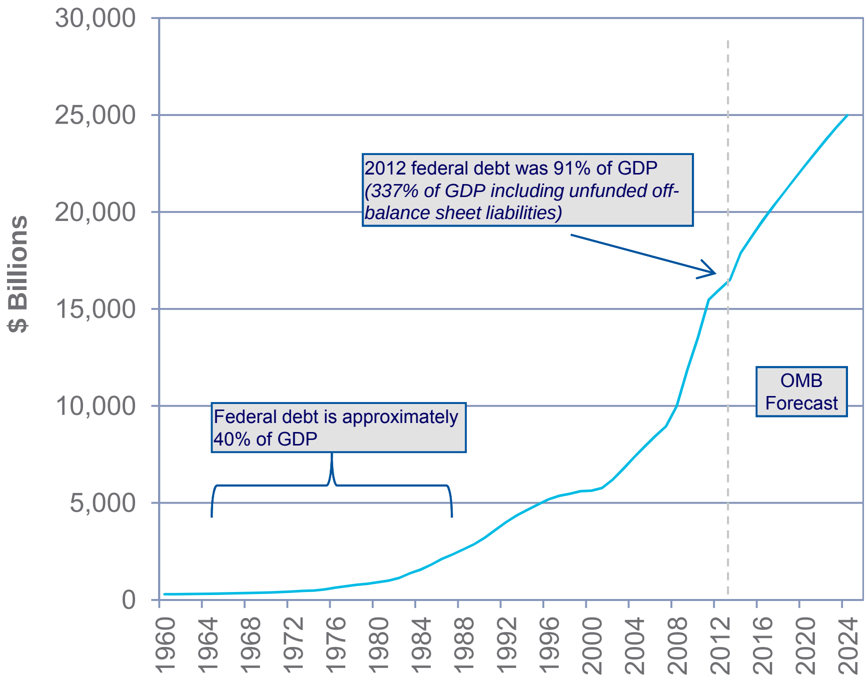
- **Economic weakness led to a historic flood of liquidity driven by government policy**
  - Historical levels of government debt and central bank intervention
  - Unprecedented use of asset guarantee and purchase programs has set dangerous precedents
  - Excess bank reserves could cause uncontrollable inflation
- **Monetary policy has had an inflationary effect on asset prices, but not all constituents have benefited**
  - Leveraged corporate debt issuance has exceeded past bull market levels
  - Economic disparity has increased across the US
  - Real estate markets have experienced a disjointed recovery
- **Fundamentals have been slow to improve**
  - Prices of consumer needs far outpace wages
  - Labor force participation has fallen to a historic low of 62.8%

Markets will likely continue to rally in the short term, but remaining defensive will be the key to long term outperformance

TORCHLIGHT INVESTORS

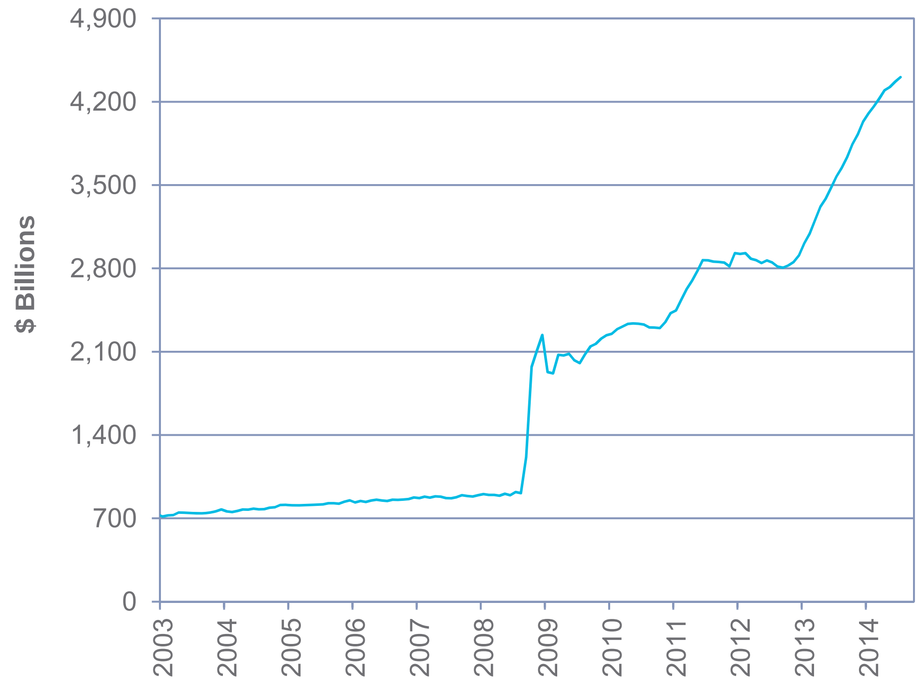
Creation of Structural Issues

U.S. Federal Debt
(December 1960 through December 2024)



Source: Budget of the United States Government FY 2015, Office of Management and Budget

Federal Reserve Balance Sheet
(January 2003 through July 2014)

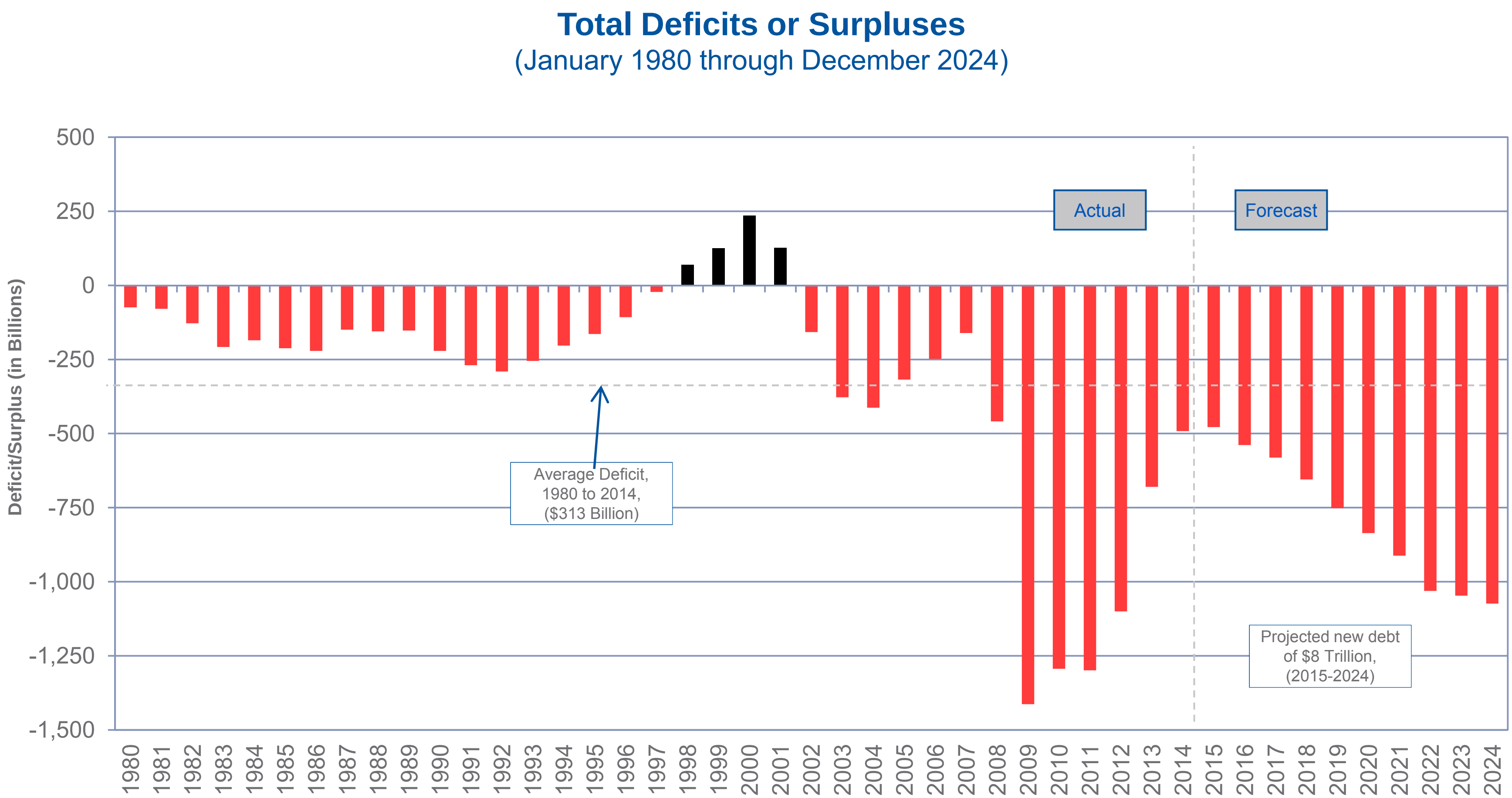


Source: US Federal Reserve

TORCHLIGHT INVESTORS

Projected Budget Deficit

The Federal budget deficit is projected to increase by $8 trillion over the next decade



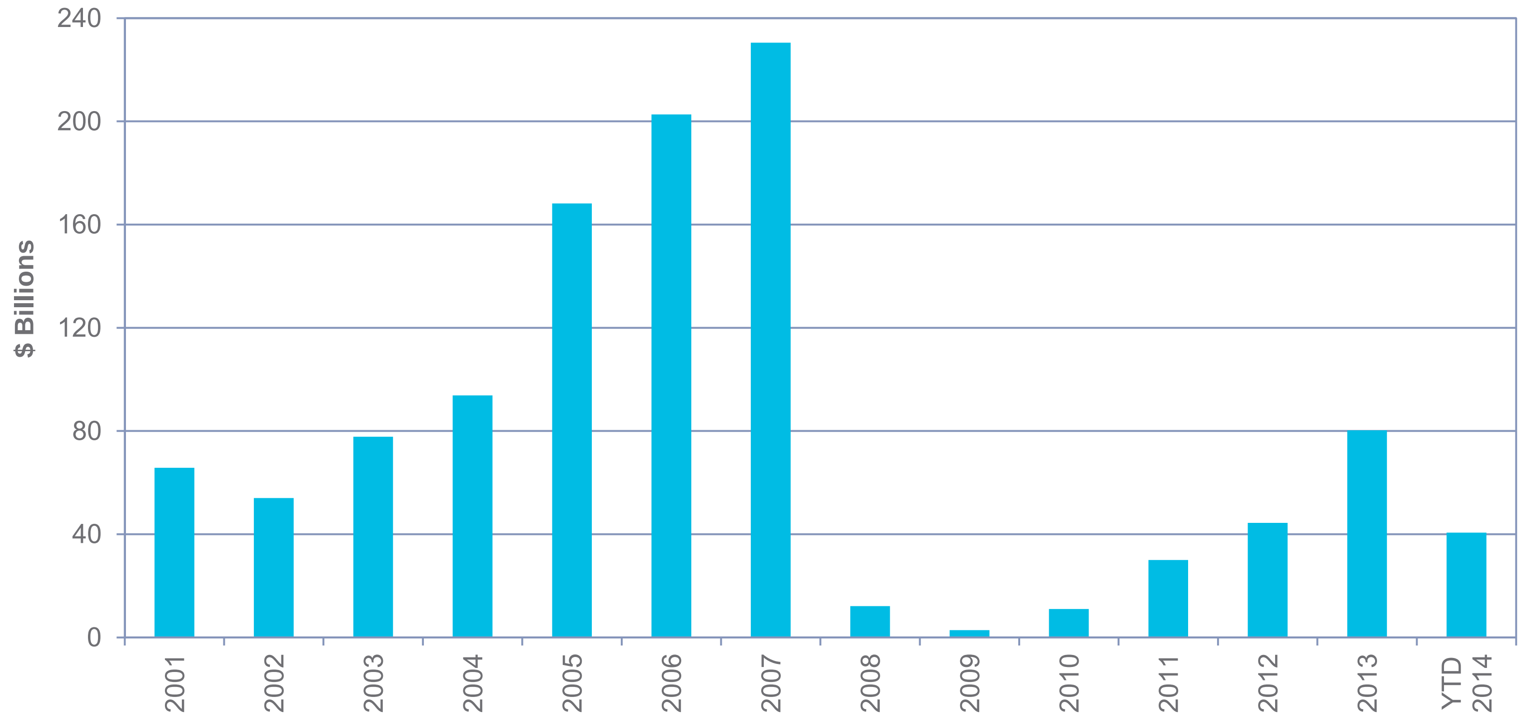
Source: Congressional Budget Office

TORCHLIGHT INVESTORS

CMBS Issuance

CMBS issuance has begun to recover, but remains well below the record levels of 2005-2007

CMBS Issuance
(January 2001 through June 2014)



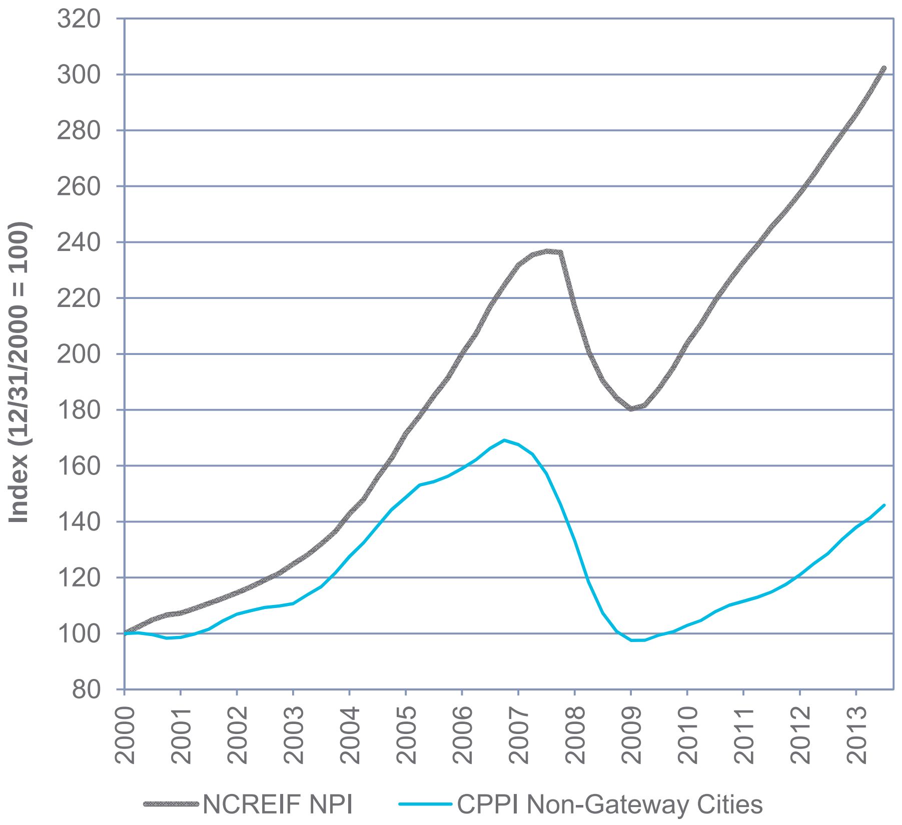
Sources: CRE Financial Council

TORCHLIGHT INVESTORS

Commercial Real Estate Opportunity

Government intervention has resulted in benefits to certain sectors, but not all

Cumulative Change in Property Index Values
(December 2000 through June 2014)



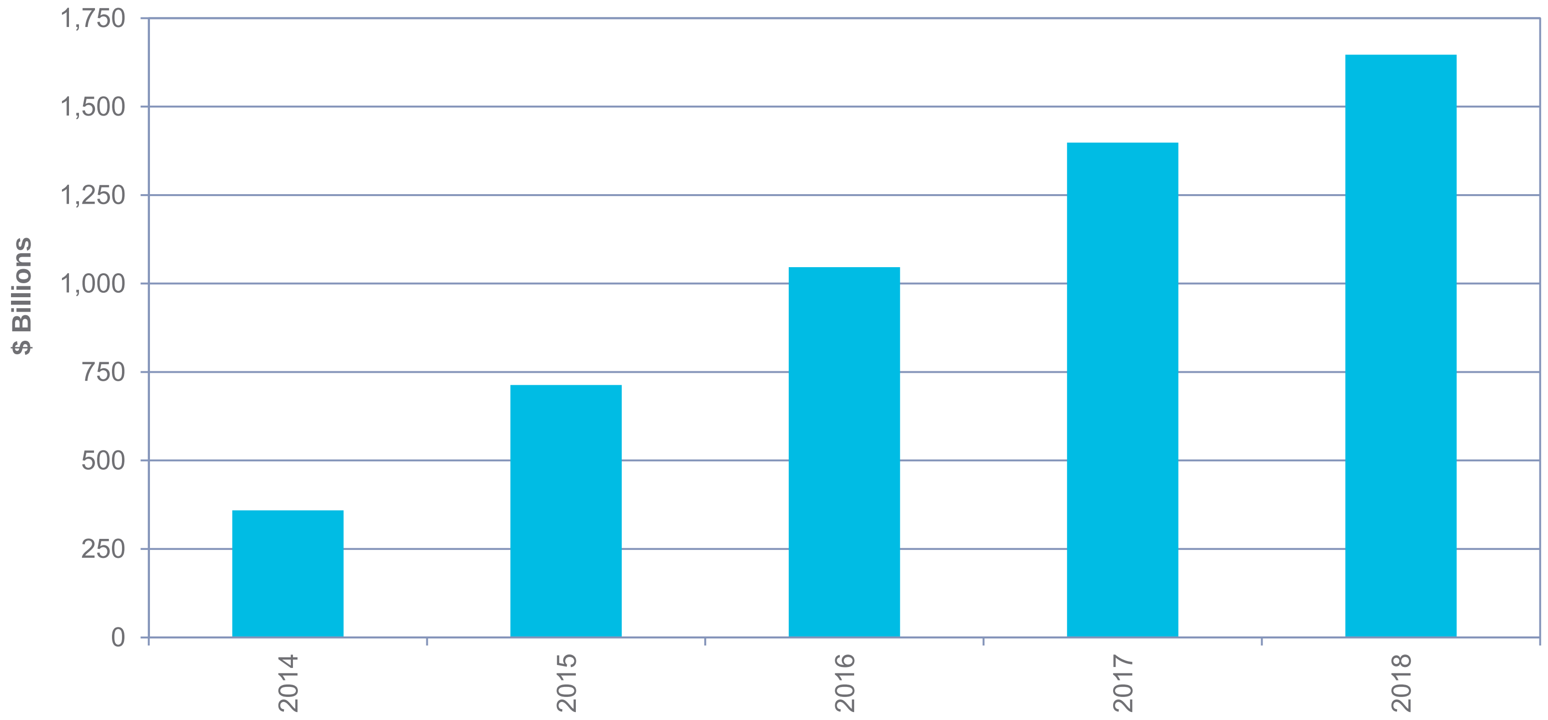
Sources: MIT Center for Real Estate, Real Estate Analytics, LLC, Moody's, NCREIF

TORCHLIGHT INVESTORS

Cumulative Loan Maturity Schedule

Significant opportunities may be generated by maturities of commercial real estate loans

Cumulative Securitized Commercial Mortgage Loan Maturity Schedule
(January 2014 through December 2018)



Sources: Trepp

TORCHLIGHT INVESTORS

Market Opportunity

Current market conditions provide extensive opportunities to invest in high return debt investments

Market Opportunity

- Lending conditions remain depressed
- Distressed borrowers continue to face difficulties refinancing as loan maturities loom
- Bank funding for non-standard loans is scarce
- Commercial mortgage backed securities issuance is a fraction of past levels

Investment Focus

- Smaller deals
- High cashflow investments
- Strong control features
- Negotiated deals with optionality

Torchlight Advantage and Execution

Section IV

TORCHLIGHT INVESTORS

The Torchlight Advantage

Torchlight has a record of strength and experience in strategy execution

Strategic Portfolio Construction

- Risk/return targeting
  - CMBS class selection
  - Private deal terms
- Identification and evaluation of non-traditional, overlooked asset types
- Defensive positioning
  - Mitigation of downside risks
  - Patient investment approach
  - Prudent deal structuring
- Sourcing advantage
  - Active participant in distressed markets through workout group
  - Established relationships with portfolio lenders, asset originators, government sponsored entities and owner/operators

Deep and Experienced Team

- Team of over 40 professionals
  - Nearly half focused on real estate credit analysis and asset management
  - Investment Committee members average over 20 years of experience
  - Capital market and real estate expertise
- Transactional expertise
  - Since its formation, the firm has acquired over $20 billion for investors
  - Seven opportunistic or value-add funds managed since 1995

Fundamental Investment Philosophy

- Investment decision based on granular loan level underwriting
  - Submarket research
  - Site inspections
  - Rent roll reviews
  - Operating statement analysis
  - Borrower credit analysis
- Evaluation of public and proprietary information
- Thorough legal review and stress-testing
- Robust risk mitigation

TORCHLIGHT INVESTORS

Freddie Mac – $102.7MM Subordinate CMBS

Selected subordinate debt collateralized by Freddie Mac multifamily loans can offer attractive risk adjusted returns

- Opportunity
  - Freddie Mac is a government-sponsored enterprise chartered to provide liquidity, stability and affordability to the U.S. housing market by purchasing mortgages secured by single family and multifamily buildings
    - Freddie Mac loans have proven to be higher quality with lower default rates than comparable multifamily loans made by Fannie Mae, CMBS and banks
    - Freddie Mac has a highly selective bidding process for its subordinate CMBS and only approximately half a dozen firms have been qualified to bid
    - This process limits the bidders to those investors Freddie Mac knows will provide thorough due diligence, fair market bids, and timely execution

- Transaction
  - Torchlight performed due diligence on each proposed loan of the pool
  - Torchlight purchased the subordinate at a significant discount to par
  - Deal snapshot

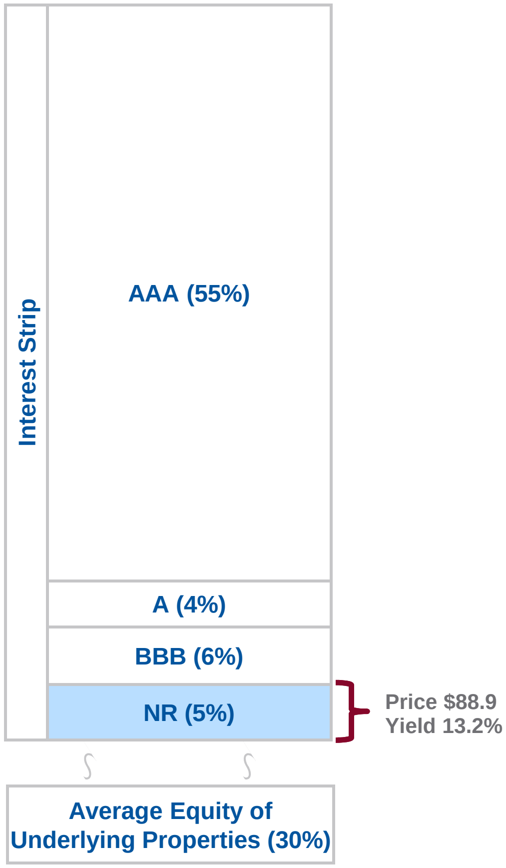
Collateral Size	$1.5 billion	Acquisition Par Amount	$115.5 million
Number of Loans	87	Acquisition Price	88.9%
WA Deal LTV	70%	Acquisition Amount	$102.7 million
WA DSCR	1.62x	Acquisition Yield	13.2%

  - Diversified Collateral

Top 3 Multifamily Property Types	
Garden	82.6%
Mid-rise	7.1%
Student	5.6%

Top 3 States	
Florida	23.9%
Texas	21.8%
Washington	8.5%

- Performance
  - Projected annualized return of 4.0% to 6.0% under the Downside scenario and 14.0% to 16.0% under the Base Case scenario



Source: Trepp. The 30% Average Equity of Underlying Properties represents the average equity as reported by the issuer and does not represent equity in the transaction or the individual properties. Return projections as of April 30, 2013 are calculated on a gross basis without taking into account the effect of fund-level management and incentive fees and are based upon various assumptions made by Torchlight regarding future market conditions. Had management fees and incentive fees been included, the projected returns would be lower. Information on fees are described in Torchlight's Form ADV and in the operating documents of each fund. Examples of the impact of such fees are available upon request. There can be no assurance that the projected returns will ultimately be achieved. The Downside scenario is not intended as a worst case scenario but rather is based on projections, estimates and assumptions that are less favorable than our Base Case assumptions. Actual performance can be lower than the Downside scenario. In addition, investors could lose all or a substantial amount of their investments in the fund. The descriptions above represent a summary and not necessarily all material details. No representation or guarantee is made as to the accuracy of the information presented and nothing contained herein should be relied upon as a promise or representation as to past or future performance. Torchlight has made certain assumptions about spreads, default rates, interest rates, and the period of time for which an investor's capital will remain invested. These assumptions may vary in material respects from actual outcomes; and performance may vary even if such assumptions come to pass, because actual events are difficult to predict and will be beyond the fund's control. Actual returns of investors may be materially lower than those projected depending upon the extent and manner in which actual market and economic conditions vary from those assumptions.
Please refer to Scenario Assumptions Disclaimers for important information on default scenarios.

Midwest Portfolio – $54.8MM Senior Mortgage
$13.9MM Mezzanine Loan

Torchlight indentifies a strong acquisition opportunity to add value to a stabilized portfolio

Stabilized Property Metrics

Fully-Funded Capital Structure

$73.0K per Unit
11.0% Debt Yield
71.8% LTC
50.6% LTV

Senior Mortgage $54.8MM

$91.5K per Unit
8.8% Debt Yield
90.0% LTC
63.5% LTV

Mezzanine Loan $13.9MM

Sponsor Equity $7.6MM

- **Opportunity**
  - The portfolio includes four multifamily properties in desirable suburban markets totaling 751 units
    - Three of the properties are located in Mount Prospect, IL, approximately 20 miles northwest of Chicago and the fourth property is located in Blue Ash, OH, 14 miles north of Cincinnati
  - The portfolio has a stable in-place occupancy rate averaging 95%, reflecting the desirability of the properties in their respective submarkets, even though they have not been renovated recently
  - In comparison to competitive properties, the portfolio's historic expenses, particularly payroll, are approximately 15% higher than market due to family involvement in the business
  - The portfolio will undergo a $4.1 million ($5,500/unit) renovation projected to result in a stabilized debt yield of 11.0% on the senior loan and 8.8% on the mezzanine loan, versus 7.7% and 6.0%, respectively, at origination

- **Transaction**
  - Torchlight financed approximately 90% of the $76.4 million ($101.7K/unit) total capitalization via a $54.8 million ($73.0K/unit) senior loan and a $13.9 million ($91.5K/unit) mezzanine loan
  - The $54.8 million senior loan has an initial term of two years and includes a $4.1 million renovation hold-back that will fund interior and exterior renovations to all four complexes including kitchens, bathrooms, flooring, light fixtures, and common area upgrades
  - Torchlight also funded a $13.9 million mezzanine loan, with a current rate of 15.0%, an initial term of two years, and a minimum equity multiple of 1.50x
  - The mezzanine loan includes an equity participation entitling Torchlight to 10% of all excess cash flow, including capital event proceeds
  - Torchlight retains a right of first refusal to provide refinancing proceeds for both loans

- **Performance**
  - Projected annualized return of -1.0% to 1.0% under the Downside scenario and 15.0% to 17.0% under the Base Case scenario

Acquired January 30, 2014. Return projections as of January 31, 2014 are calculated on a gross basis without taking into account the effect of fund-level management and incentive fees and are based upon various assumptions made by Torchlight regarding future market conditions. Had management fees and incentive fees been included, the projected returns would be lower. Information on fees are described in Torchlight's Form ADV and in the operating documents of each fund. Examples of the impact of such fees are available upon request. There can be no assurance that the projected returns will ultimately be achieved. The Downside scenario is not intended as a worst case scenario but rather is based on projections, estimates and assumptions that are less favorable than our Base Case assumptions. Actual performance can be lower than the Downside scenario. In addition, investors could lose all or a substantial amount of their investments in the fund. The descriptions above represent a summary and not necessarily all material details. No representation or guarantee is made as to the accuracy of the information presented and nothing contained herein should be relied upon as a promise or representation as to past or future performance. Torchlight has made certain assumptions about spreads, default rates, interest rates, and the period of time for which an investor's capital will remain invested. These assumptions may vary in material respects from actual outcomes; and performance may vary even if such assumptions come to pass, because actual events are difficult to predict and will be beyond the fund's control. Actual returns of investors may be materially lower than those projected depending upon the extent and manner in which actual market and economic conditions vary from those assumptions. Please refer to Scenario Assumptions Disclaimers for important information on default scenarios.

TORCHLIGHT INVESTORS

Torchlight Debt Opportunity Fund V

Section V

Torchlight Debt Opportunity Fund V

Torchlight Debt Opportunity Fund V is Torchlight's 8th institutional value-added / opportunistic fund

Opportunity

Current market conditions, where lending remains constrained, loan maturities are looming, and funding for non-standard loans remains scarce, have created attractive opportunities to invest in high return debt investments

Strategy

- Fund V focuses on investments in commercial real estate debt, including commercial mortgage backed securities, senior and mezzanine loans, and other real estate related investments
- Torchlight applies its fundamental credit skills in targeting investments which exhibit superior risk/reward characteristics
- With a maximum Fund leverage ratio of 30% (compared to 60% and higher for other opportunistic real estate funds) the fund will maintain a highly conservative posture with regard to borrowings

Targets

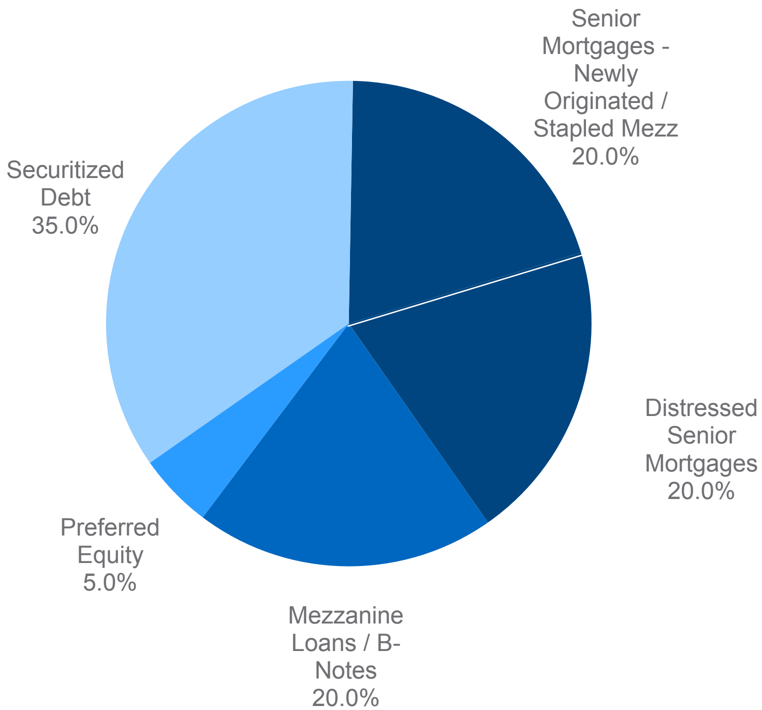
Fund V seeks to provide investors with an annualized net IRR of 13% to 15% and an annualized distribution rate of 6+%

Targeted net annualized return of 14% to 16% is before tax that may be deducted on distributions payable to non-U.S. domiciled investors.

Investment Strategy – Portfolio Allocation

Torchlight believes that the current environment in commercial real estate debt presents a compelling investment opportunity where net returns of 13.0% to 15.0% can be targeted

Initial Target Portfolio Allocation



Target Fund V Total Net Return Scenarios

Base Case	• The economic environment, credit markets and real estate fundamentals remain unchanged	13% to 15%
Upside Case	• The economic environment and real estate fundamentals improve with increased liquidity in the credit markets	19% to 21%

Targeted net annualized return of 13.0% to 15.0% is before tax that may be deducted on distributions payable to non-U.S. domiciled investors. Actual conditions could be more or less favorable from time to time. There can be no assurance that the Fund will meet its investment objectives or otherwise carry out its investment program successfully. No representation or guarantee is being made as to the future performance of the Fund or if the investments above will be available for purchase. The actual portfolio allocation may be materially different from the example presented above. In addition, the investments to be made by the Fund may be under materially different terms than those described above which could affect Total Net Return Scenarios. Please see the Fund's operating documents for a more detailed discussion of risks, conflicts of interest and tax consequences associated with an investment in the Fund. Targeted returns have been included in the presentation in order to provide information regarding the investment criteria and risk parameters utilized by Torchlight Investors in evaluating potential investment opportunities. Total Net Returns reflect deductions for management fees and incentive fees. Please refer to Scenario Assumptions Disclaimers for important information on default scenarios.

Torchlight Debt Opportunity Fund V

Torchlight Debt Opportunity Fund V expects to complete its first close in Q4 2014

Fund Summary

Target Capital Commitments	$1 billion
Co-investment	$10 million (Torchlight will invest one percent of committed capital up to $10 million)
Investment Period	3 years from final close
Target Net Return	13% to 15%
Preferred Return	9%
Maximum Leverage	30% of Fund total assets
Target Income Distribution	6+% distributed quarterly
Management Fee	1.50% annually with the following reduced levels possible: First Close Investors: • 10% fee reduction if less than $50 million in Fund V • 20% fee reduction if $50 million in Fund V or $100 million AUM with Torchlight Subsequent Close Investors: • 10% fee reduction if $50 million in Fund V or $100 million AUM with Torchlight • 20% fee reduction if $100 million in Fund V or $300 million AUM with Torchlight
Incentive Fee	20%
Target Number of Deals	50 - 150
Target Range of Deal Sizes	$5 - $50 million
Legal Life	8 years with up to two one-year extensions
Expected Asset Holding Period	5 years

Fund Objective

Achieve significant current income and capital appreciation by focusing on investments in commercial real estate related debt

Targeted net annualized return of 13% to 15% is before tax that may be deducted on distributions payable to non-U.S. domiciled investors.
This is a general summary. Complete terms and conditions are presented in the Fund's operating documents, which are available upon request to qualified investors. These operating documents govern and supersede any information in this presentation. See Investment Strategy – Portfolio Allocation for assumptions that form the basis of the Target Net Returns. Additional information on such assumptions are available upon request.

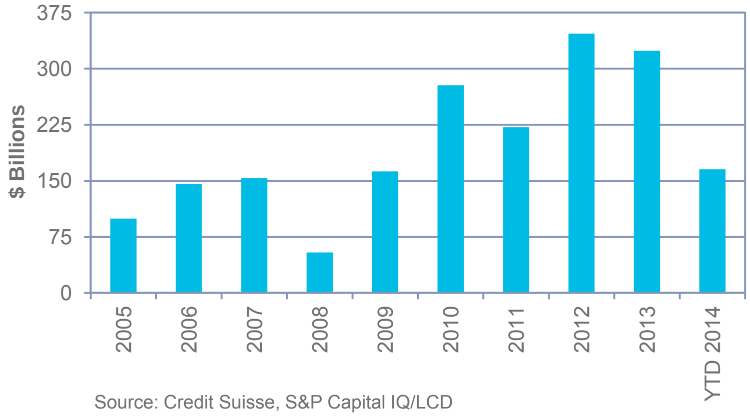
Market Conditions

Appendix A

TORCHLIGHT INVESTORS

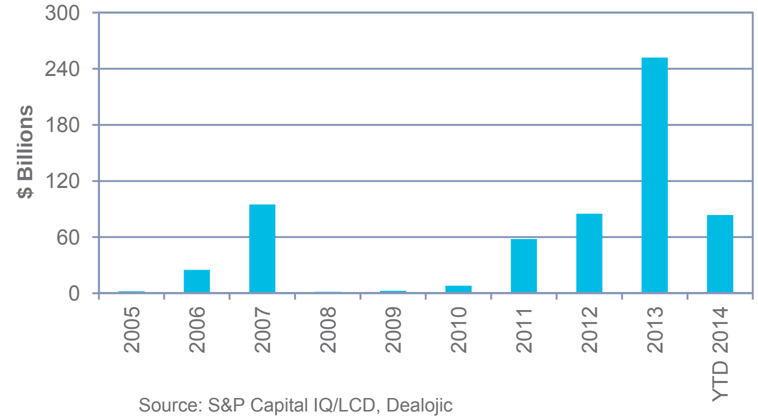
Capital Market Indicators

High Yield Bond Issuance
(January 2005 through June 2014)



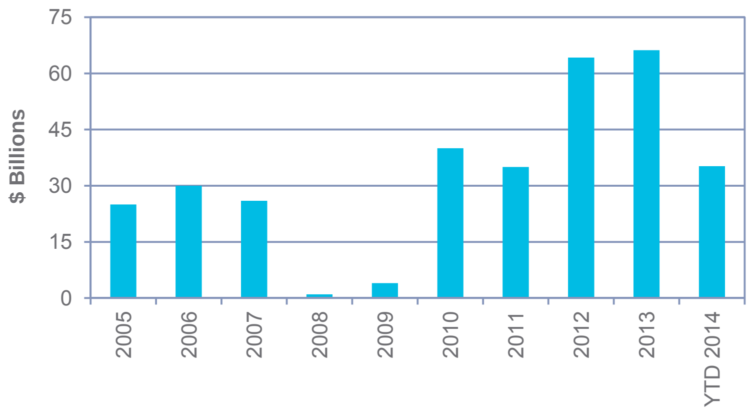
Source: Credit Suisse, S&P Capital IQ/LCD

Covenant-Lite Leveraged Loan Issuance
(January 2005 through June 2014)



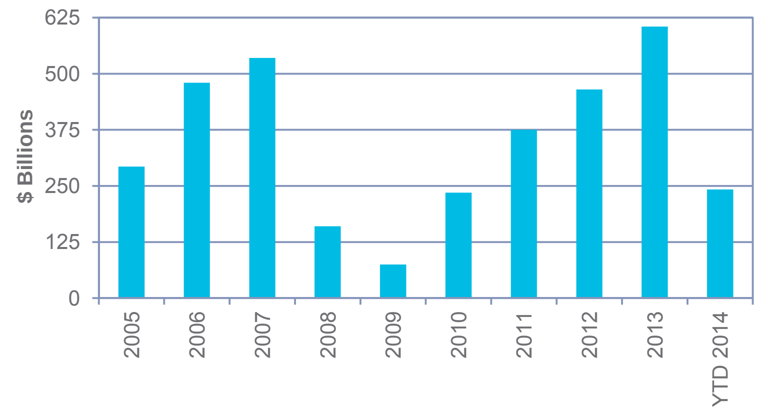
Source: S&P Capital IQ/LCD, Dealojic

Dividend Recapitalization Loan Issuance
(January 2005 through June 2014)



Source: S&P Capital IQ/LCD

New-Issue Leveraged Loans
(January 2005 through June 2014)

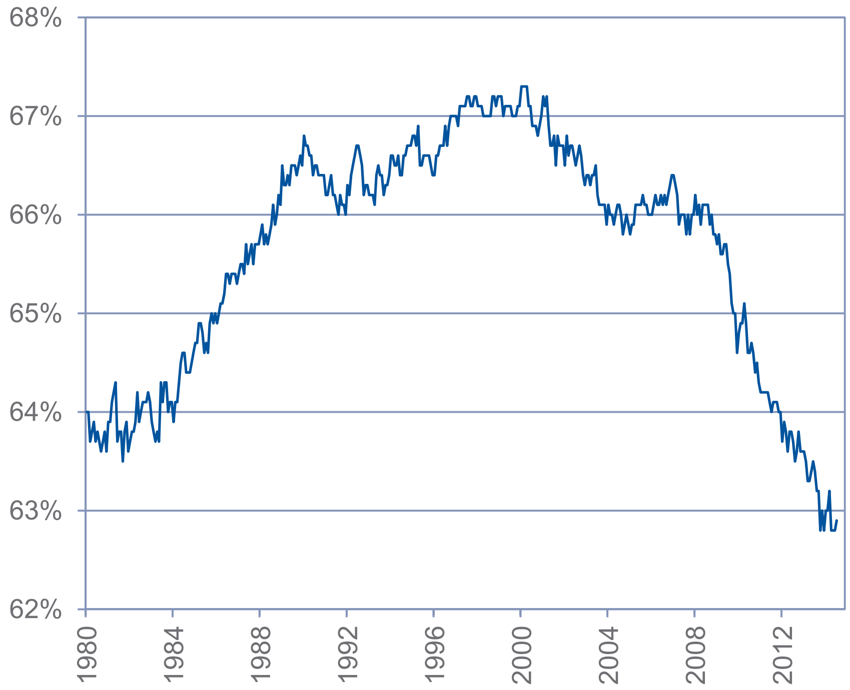


Source: S&P Capital IQ/LCD

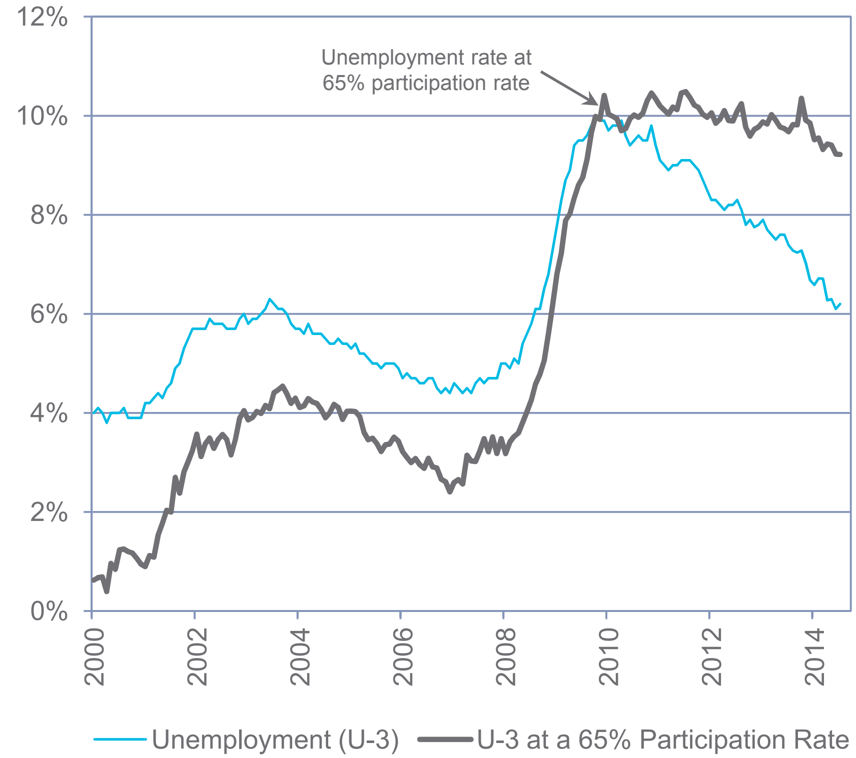
TORCHLIGHT INVESTORS

Unemployment Adjusted for Declining Participation

US Labor Force Participation
(January 1980 through July 2014)



Unemployment Rate Adjusted for Change in Participation Rate
(January 2000 through July 2014)

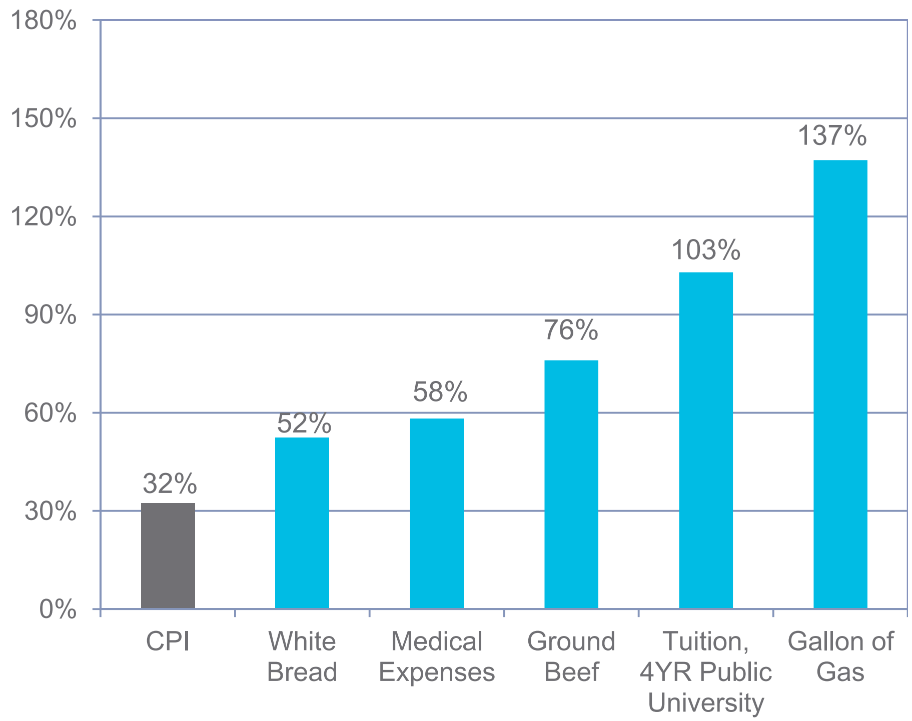


Source: BLS, Bloomberg

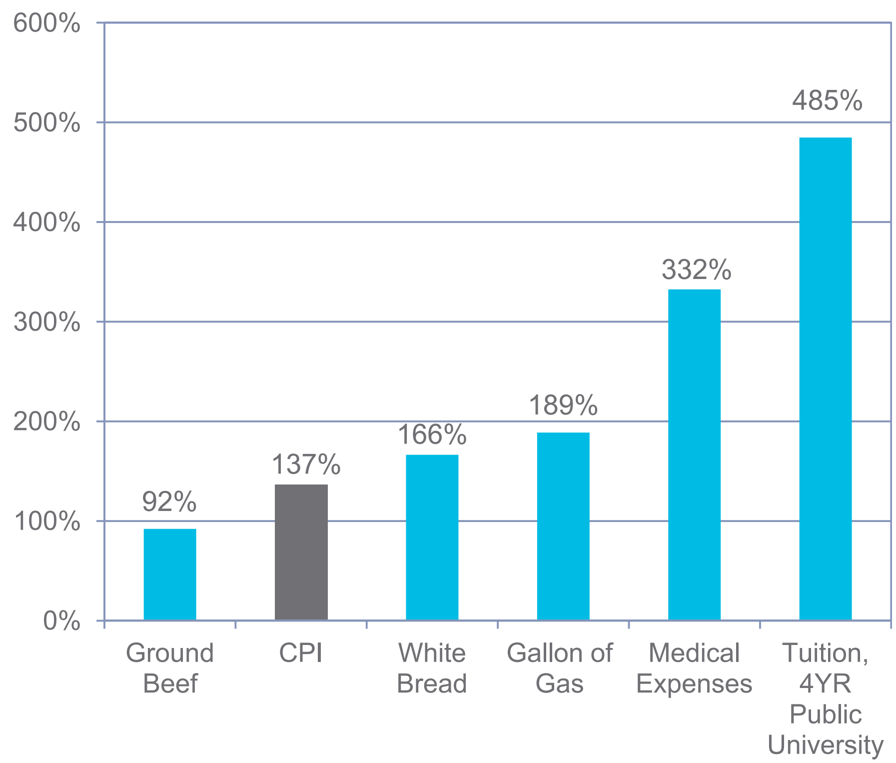
CPI vs. Consumer Needs

The CPI basket doesn't square with consumer necessities

Inflation Since 2000



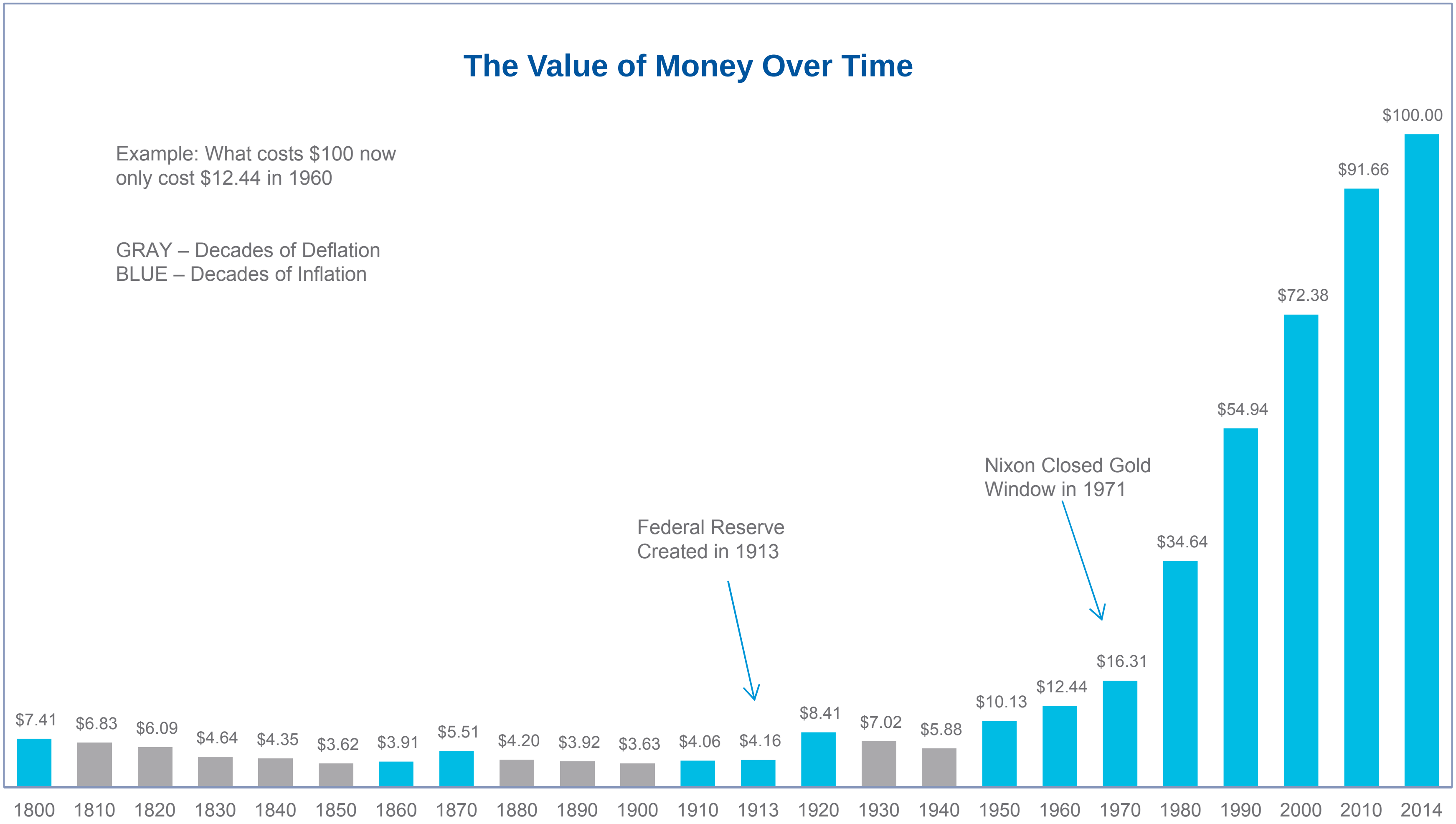
Inflation Since 1982



Source: BLS, the U.S. Energy Information Agency and the National Center for Education Statistics

TORCHLIGHT INVESTORS

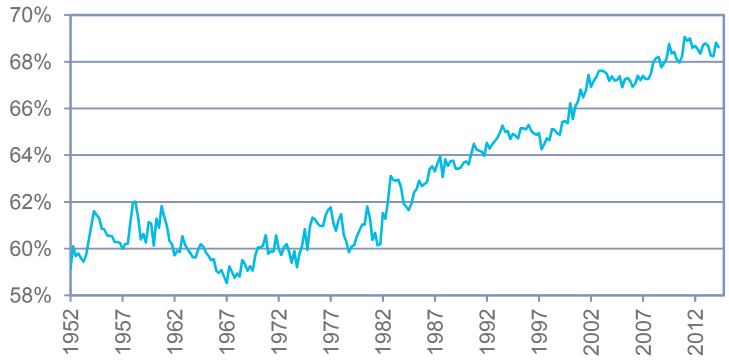
Inflation Chart



Source: The Inflation Calculator
The pre-1975 data are the Consumer Price Index statistics from Historical Statistics of the United States (USGPO, 1975).
All data since then are from the annual Statistical Abstracts of the United States.

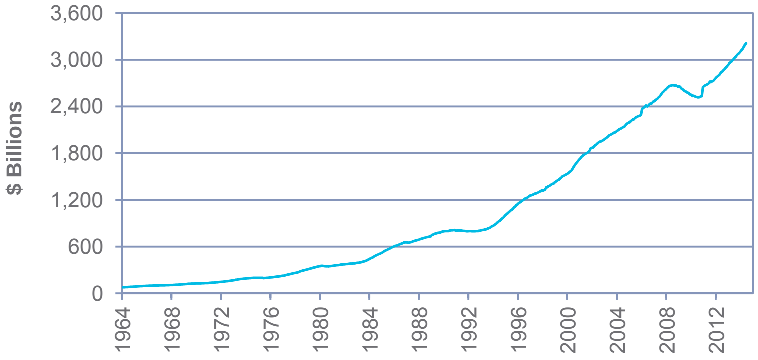
Government Policies Drive Consumer Spending

Consumer Spending as a % of GDP
(March 1952 through June 2014)



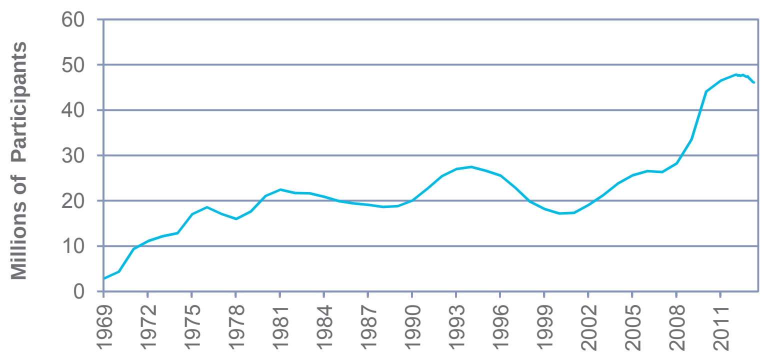
Source: Bureau of Economic Analysis

Consumer Debt Levels
(January 1964 through June 2014)



Source: US Federal Reserve

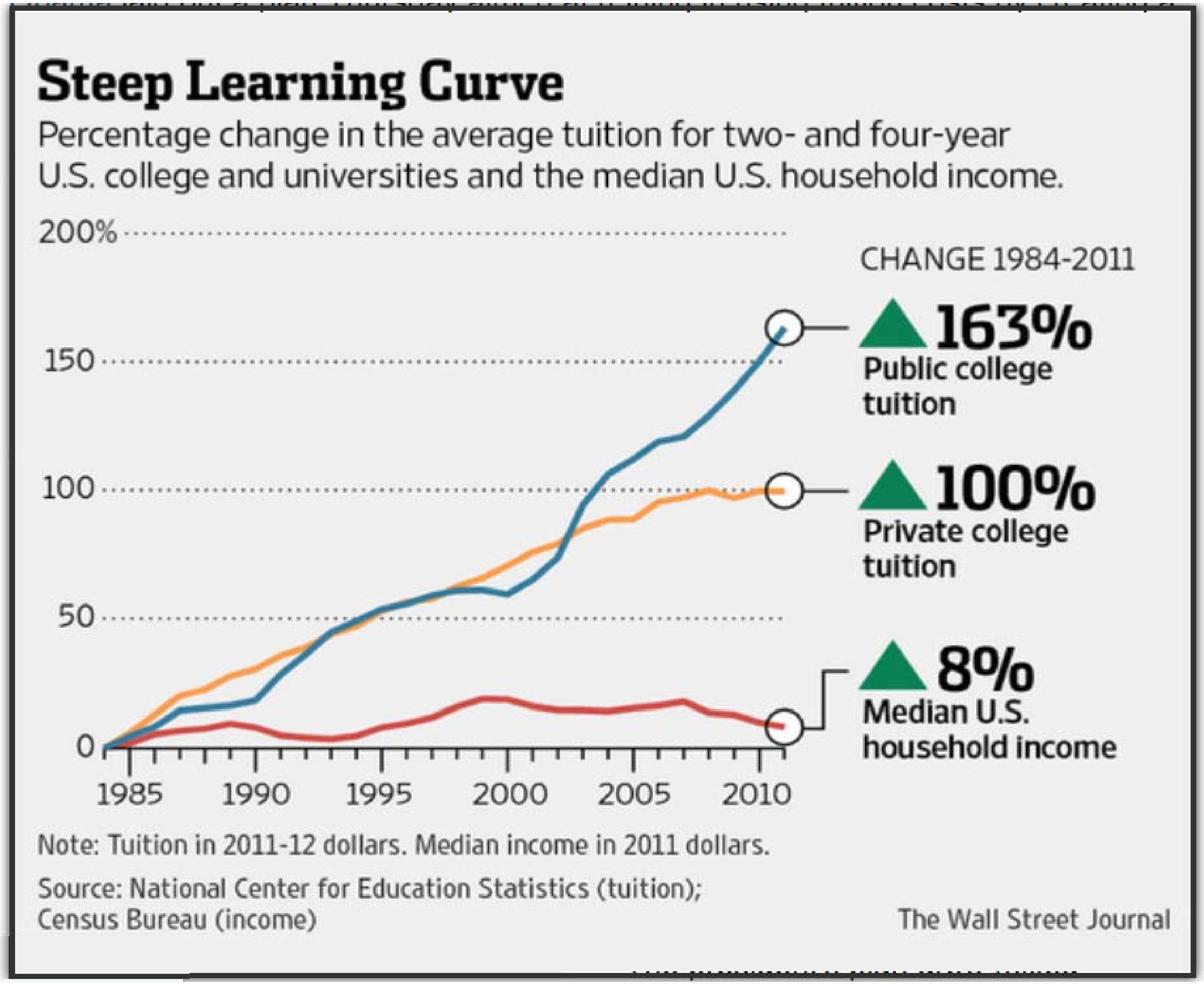
Food Stamp Participation
(December 1969 through March 2014)



Source: United States Department of Agriculture

TORCHLIGHT INVESTORS

The Cost of Improving Skills vs Household Income

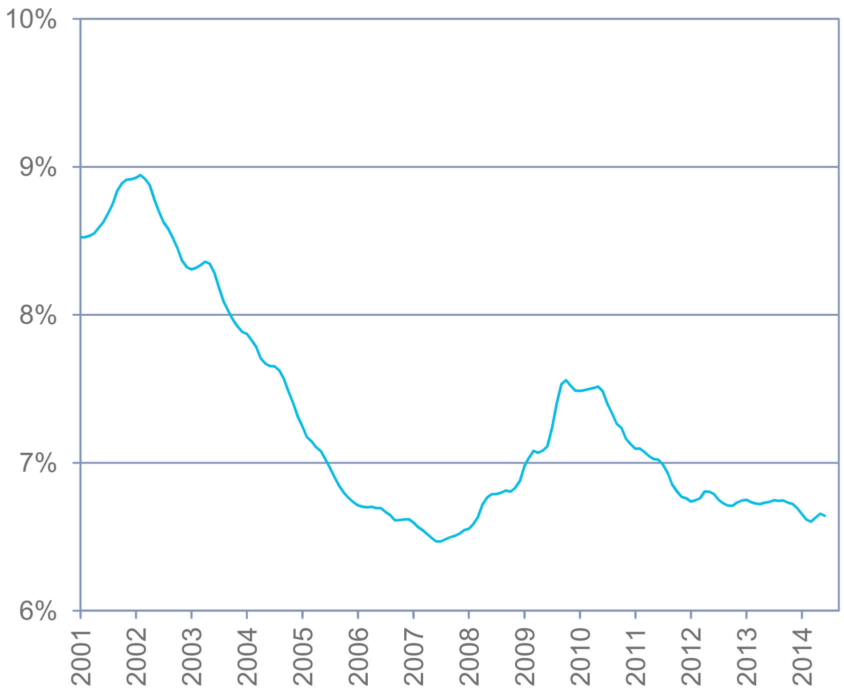


TORCHLIGHT INVESTORS

Cap Rates

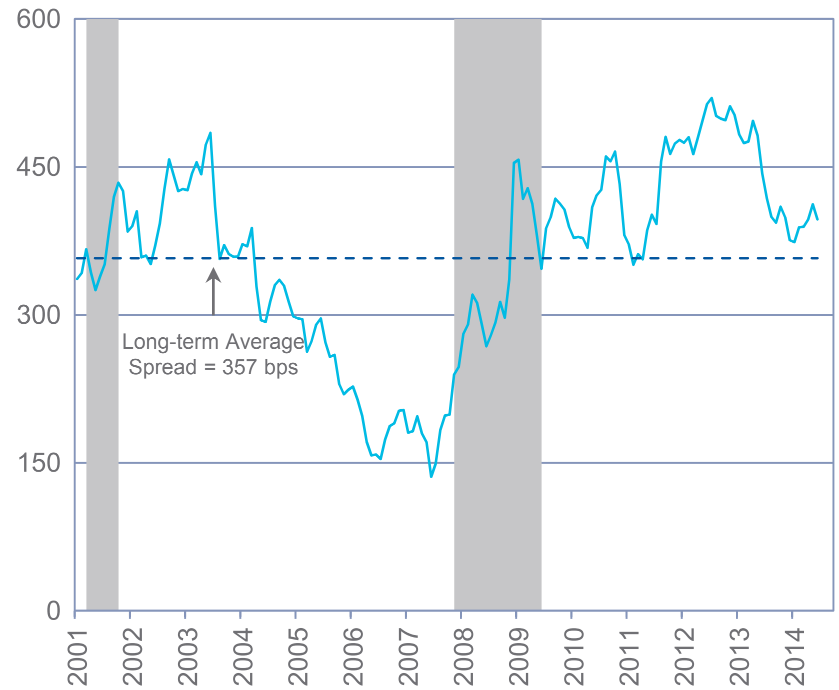
Cap rates have compressed along with benchmark rates

Weighted Average Cap Rate
(January 2001 through June 2014)



Represents the 3 month moving average of the apartment, industrial, office and retail cap rate data as provided by Real Capital Analytics

Cap Rate Spread over 10-Year Treasury
(January 2001 through June 2014)



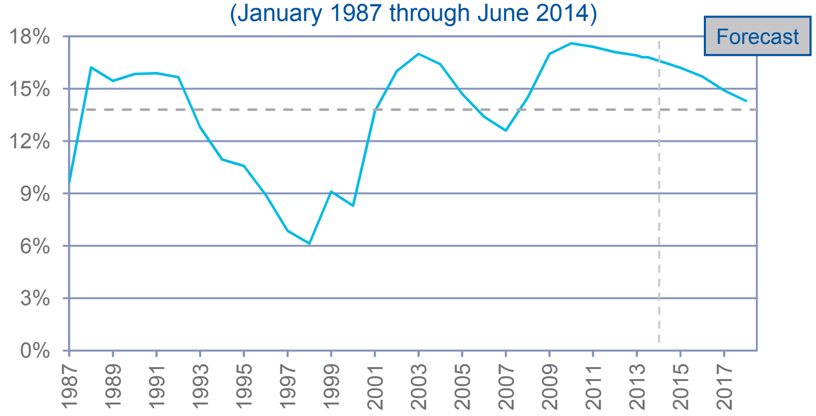
Source: Real Capital Analytics

TORCHLIGHT INVESTORS

Commercial Real Estate Demand

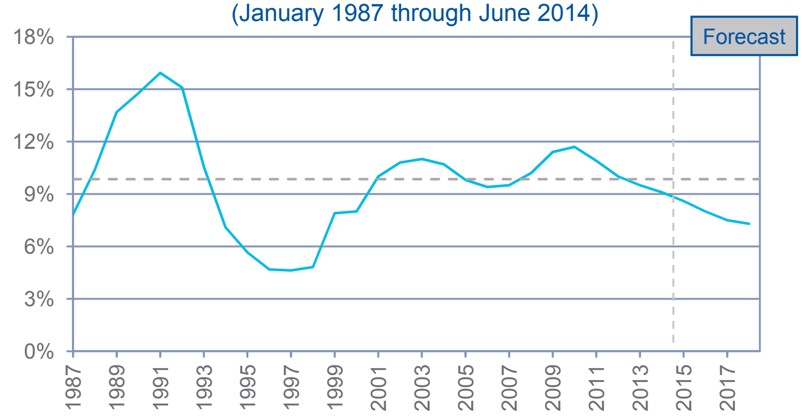
Vacancy rates have improved in most sectors

Office Vacancy Rates
(January 1987 through June 2014)



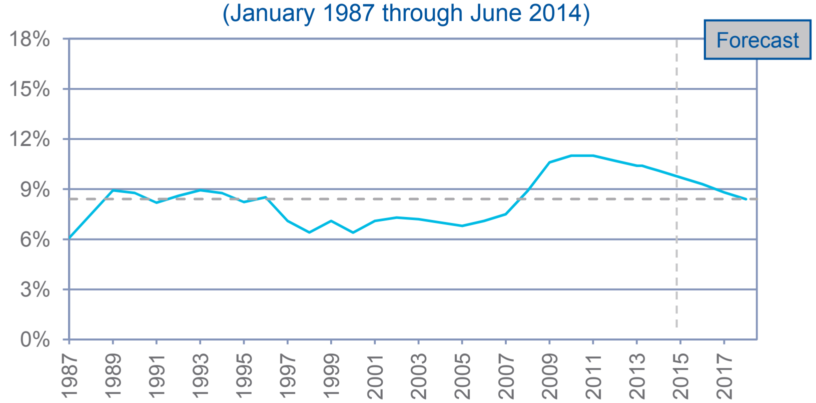
Source: Reis, Inc

Industrial Vacancy Rates
(January 1987 through June 2014)



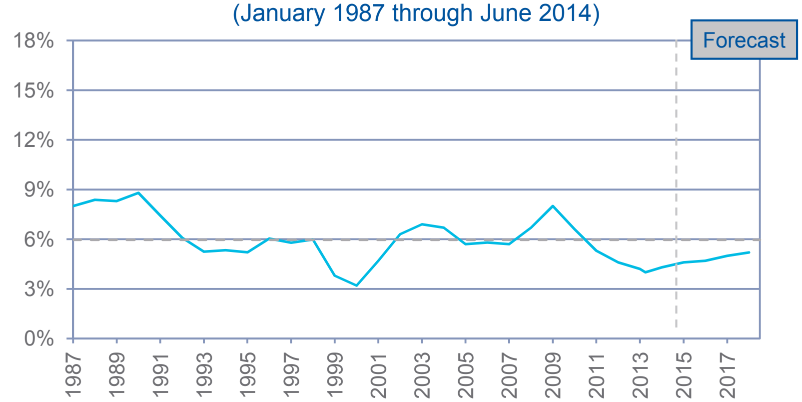
Source: Reis, Inc

Retail Vacancy Rates
(January 1987 through June 2014)



Source: Reis, Inc

Multifamily Vacancy Rates
(January 1987 through June 2014)

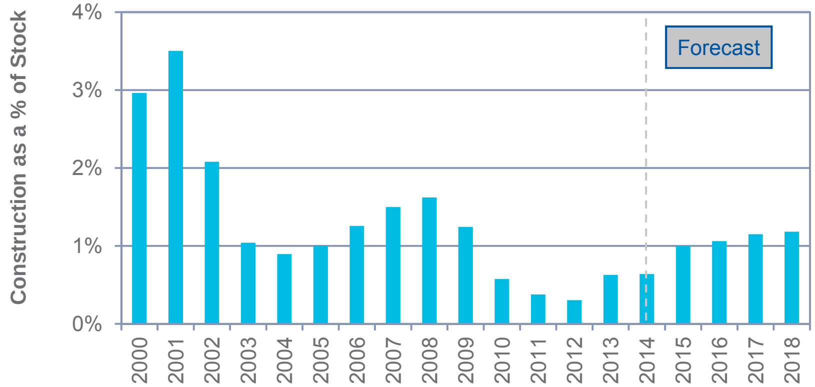


Source: Reis, Inc

Commercial Real Estate Supply

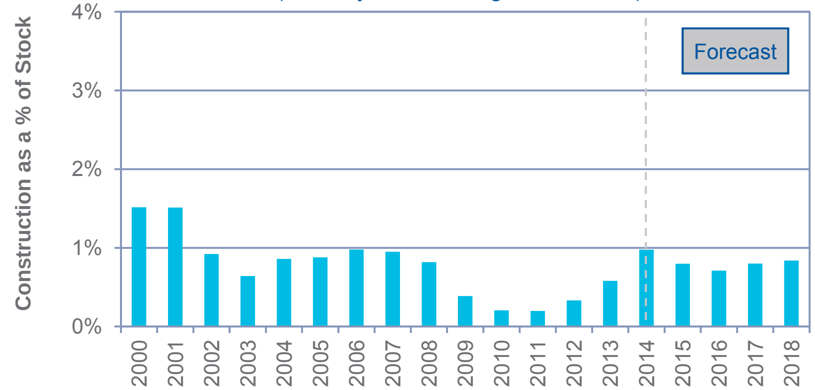
While still below historic levels, supply is slowly increasing across most sectors

Office
(January 2000 through June 2014)



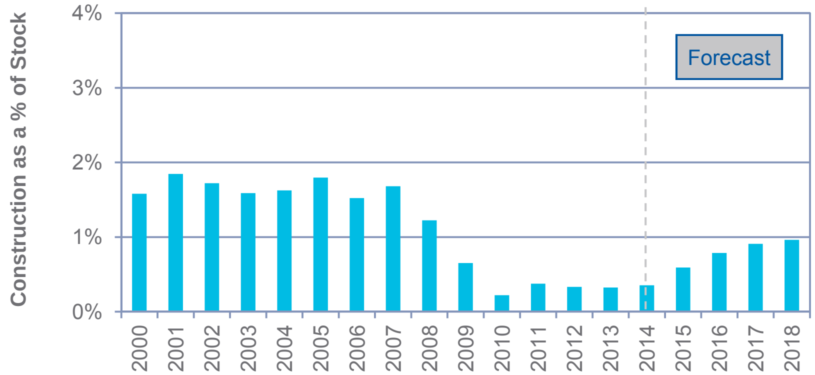
Source: Reis, Inc

Industrial
(January 2000 through June 2014)



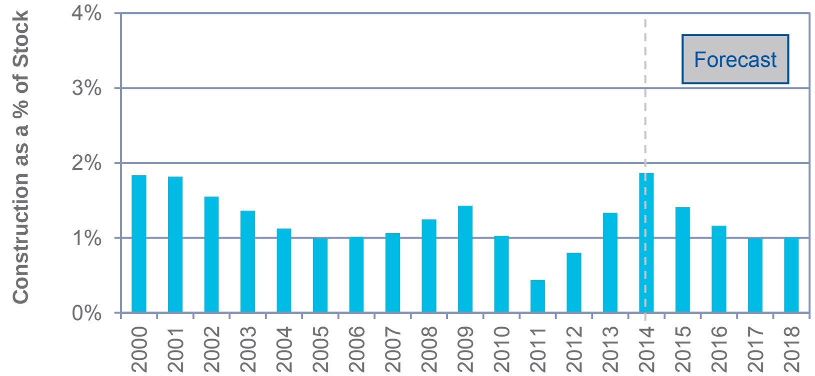
Source: Reis, Inc

Retail
(January 2000 through June 2014)



Source: Reis, Inc.

Multifamily
(January 2000 through June 2014)



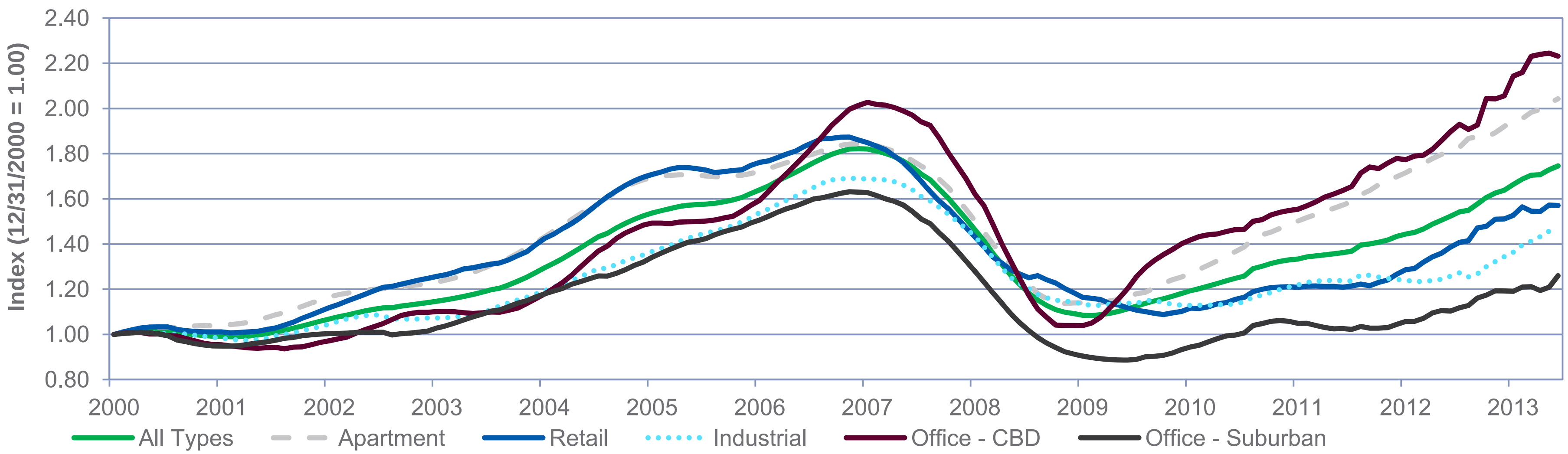
Source: Reis, Inc.

TORCHLIGHT INVESTORS

Recovery Profile by Sector

All major property sectors have begun to recover, albeit at different rates

U.S. Property Values Index
(as of May 31, 2014)



Index	2000 (Base)	2007 (Peak)	2009/2010 (Trough)	2014 (Current)	% Peak-to-Trough Loss Regained	Months Since Trough
Apartment	1.00x	1.84x	1.14x	2.04x	128.2%	55
Office CBD	1.00x	2.03x	1.04x	2.23x	120.7%	53
Retail	1.00x	1.87x	1.09x	1.57x	61.5%	44
Industrial	1.00x	1.69x	1.13x	1.46x	59.7%	52
Office Suburban	1.00x	1.63x	.89x	1.26x	50.2%	48
All Property Types	**1.00x**	**1.82x**	**1.08x**	**1.75x**	**89.7%**	**52**

Source: Moody's & RCA

TORCHLIGHT INVESTORS

Real Estate Fundamentals

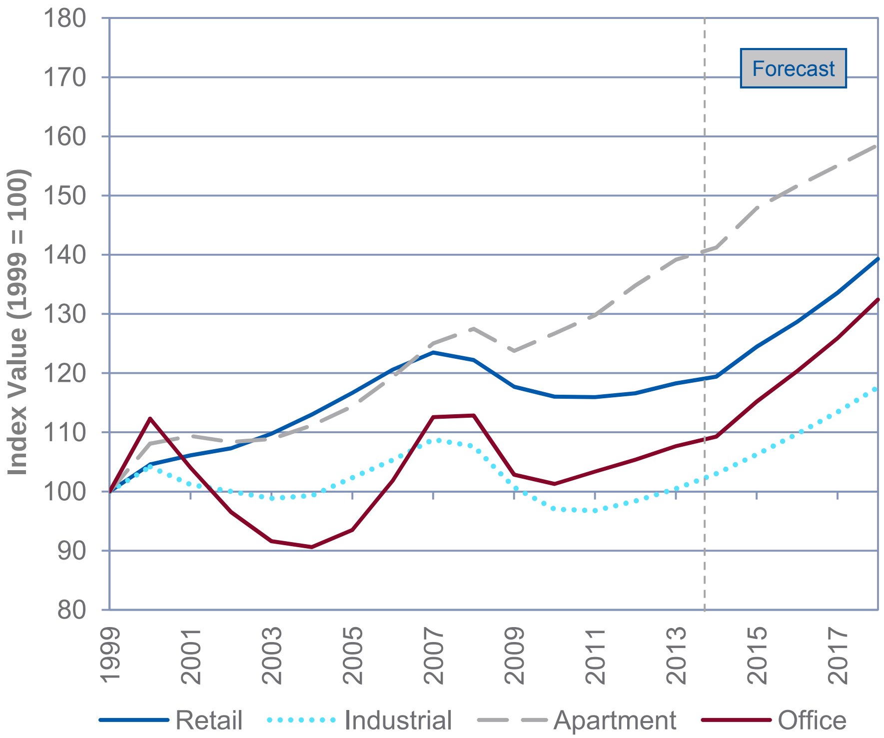
Vacancies and rents are forecasted to continue to improve for most property types

Real Estate Vacancies

	Current	Forecast	
Property Type	Q2 2014	Q4 2014	Q4 2015
Office	16.8%	16.6%	16.2%
Apartment	4.1%	4.3%	4.6%
Retail	10.3%	10.1%	9.7%
Industrial	9.5%	9.1%	8.6%

Market Rents

(December 1999 through June 2014)



Source: Reis, Inc.

TORCHLIGHT INVESTORS

Senior Professional Biographies

Appendix B

Torchlight Senior Professional Biographies

Brian Arment – Vice President
Brian is a Vice President in the asset management group. He has 15 years of professional experience. Prior to Torchlight, Brian worked at Allgemeine HypothekenBank Rheinboden AG, Hypo Real Estate and Robertson Stephens. Brian holds a BA from the University of Massachusetts.

Jacob Baron – Vice President
Jacob is a Vice President in the distressed debt workout group. He has 7 years of professional experience, including 6 in the financial services industry. Jacob holds an MA from the Brandeis International Business School and a BA from Brandeis University.

Michael Butz – Senior Vice President
Mike is a Senior Vice President in the portfolio management and acquisitions group. He has 20 years of professional experience. Prior to Torchlight, Mike worked at Hypo Real Estate, Morgan Stanley and Nomura Securities. Mike holds a BS from Lehigh University.

Joseph Cary – Partner, Chief Compliance Officer
Joe is a Partner and the Chief Compliance Officer. He has 20 years of professional experience, including 13 in the financial services industry. Prior to Torchlight, Joe worked at ING Direct, Babcock and Brown and North American Trust (Toronto). Joe holds an MIM from the American Graduate School of International Management, a BA from Allegheny College and is a CAIA (Chartered Alternative Investment Analyst) charter holder.

Samuel Chang – Partner, Portfolio Manager
Sam is a Partner in the portfolio management and acquisitions group as well as a member of the Investment Committee. He has 16 years of professional experience. Sam holds a BS from Columbia University.

William Clarkson – Manager of Special Servicing
Bill is a Manager in the distressed debt workout group. He has 10 years of professional experience. Prior to Torchlight, Bill worked at Auction.com, LNR Partners, Rockwood Real Estate Advisors and First Potomac Realty Trust. Bill holds an MBA from the University of Florida and a BBA from Roanoke College.

Robert Del Monaco– Senior Vice President
Bob is a Senior Vice President and the Chief Financial Officer of Funds. He has 15 years of professional experience. Prior to Torchlight, Bob worked at Czech Asset Management, FrontPoint Partners, Archeus Capital Management, GlobeOp Financial Services and Long-term Capital Management. Bob is a Certified Public Accountant in the State of New Hampshire, holds an MS from Baruch College and a BS from Sacred Heart University.

Matthew Dembski – Director
Matt is a Director overseeing REIT investments in the portfolio management and acquisitions group. He has 21 years of professional experience. Prior to Torchlight, Matt worked at Credit Suisse, Trilogy Capital Advisors and Donaldson, Lufkin & Jenrette. Matt holds a BA from American University.

Irina Devane – Vice President
Irina is a Vice President in the financial control group. She has 9 years of professional experience. Prior to Torchlight, Irina worked at Ride Safely. Irina holds a BA from Touro College.

Torchlight Senior Professional Biographies

Amy Dickerson – Head of Human Resources, Office Manager
Amy is the Head of Human Resources and the Torchlight Office Manager. She has 15 years of professional experience. Prior to Torchlight, Amy worked at Morgan Stanley. Amy holds an Ed.M. and an M.A. from Teachers College, Columbia University and a BA from Russell Sage College.

Daniel Heflin – Partner
Dan is a Partner and the Chief Investment Officer, as well as a member of the Investment and Operating Committees. Dan was the Founder of Torchlight and has 27 years of professional experience. Prior to Torchlight, Dan worked at Ocwen Financial Corporation, Credit Suisse and Arthur Andersen LLP. Dan is a Certified Public Accountant in the State of New York, holds a BS from Texas Christian University and an MS from the London School of Economics and Political Science.

Ryan Howard – Vice President
Ryan is a Vice President in the portfolio management and acquisitions group. He has 8 years of professional experience. Prior to Torchlight, Ryan worked at Ernst & Young LLP. Ryan holds a BA from Syracuse University.

Gregory Kaliman – Vice President
Greg is a Vice President in the distressed debt workout group. He has 14 years of professional experience. Prior to Torchlight, Greg worked at LNR Partners , Development Planning and Financing Group and Lehman Brothers. Greg holds an MBA from the University of Southern California, Marshall School of Business, and a BBA from the University of Miami.

Hubert Kang – Vice President
Hubert is a Vice President in the financial control group. He has 14 years of professional experience. Prior to Torchlight, Hubert worked at Arthur Andersen LLP and Bisys Private Equity Services. Hubert is a Certified Public Accountant in the State of California, holds an MBA and an MS from Northeastern University and a BA from Columbia University.

Robert Kopchains – Partner, Investor Relations
Bob is a Partner in the investor relations group as well as a member of the Operating Committee. Bob has 23 years of professional experience, including 17 in the financial services industry. Prior to Torchlight, Bob worked at American Express TRS Company. Bob holds an MBA from New York University and a BA from Middlebury College.

Abbey Kosakowski – Senior Vice President
Abbey is a Senior Vice President in the portfolio management and acquisitions group. She has 19 years of professional experience. Prior to Torchlight, Abbey worked at JPMorgan, Lehman Brothers and as a practicing attorney. Abbey holds a JD and BS from the University of Florida.

Gianluca Montalti – Vice President
Luca is a Vice President in the asset management group. He has 17 years of professional experience. Prior to Torchlight, Gianluca worked at Investcorp International, Greenstreet Real Estate Partners and LaSalle Investment Management. Gianluca holds an MBA from the University of Chicago and a BBA from the University of Michigan.

Torchlight Senior Professional Biographies

Steven Nordyke – Senior Vice President
Steve is a Senior Vice President in the distressed debt workout group. He has 25 years of professional experience. Prior to Torchlight, Steve worked at Cypress Ridge Capital and GE Real Estate. Steve holds a BA from the University of Louisiana.

Michael Romo – Partner, Investor Relations
Mike is a Partner in the investor relations group. He has 21 years of professional experience. Prior to Torchlight, Mike worked at Hawkeye Partners and Giuliani Partners. Mike holds a BBA in Finance from Southern Methodist University.

Steven Schwartz – Partner, Acquisitions
Steve is a Partner heading the portfolio management and acquisitions group as well as a member of the Investment and Operating Committees. Steve has 32 years of professional experience. Prior to Torchlight, Steve worked at JPMorgan, Value Properties and the Patrician Group. Steve holds an MBA from New York University and a BA from Boston University.

William Stasiulatis – Partner, Portfolio Manager
Bill is a Partner in the portfolio management and acquisitions group as well as a member of the Investment and Operating Committees. He has 17 years of professional experience. Bill holds an MS, an MBA and a BA from Columbia University.

Sunny Tam – Vice President
Sunny is a Vice President in the financial control group. He has 14 years of professional experience. Prior to Torchlight, Sunny worked at Mayer & Hoffman Capital Advisors and BDO Seidman. Sunny is a Certified Public Accountant in the State of New York and holds a BS from New York University.

Marc Young – Partner, Chief Credit Officer
Marc is a Partner and the Chief Credit Officer as well as a member of the Investment Committee. He has 21 years of professional experience. Prior to Torchlight, Marc worked at CWCapital and AIG Global Investments. Marc holds an MBA from Temple University and a BS from Pennsylvania State University.

Jennifer Yuen – Senior Vice President
Jen is a Senior Vice President in the investor relations group. She has 16 years of professional experience. Prior to Torchlight, Jen worked at Credit Suisse and Deutsche Bank. Jen holds an MBA and a BS from New York University.

Disclaimers

Appendix C

Disclaimers
Scenario Assumptions

The Torchlight ("Torchlight Investors" or "Torchlight") Base Case and Downside scenarios are based upon certain assumptions and analysis regarding future events and conditions, which may include reviews of an individual property's most recent operating statements, lease rollover information, market trends and industry trends. The results of these reviews are used to adjust baseline assumptions made by Torchlight regarding cap rates, rental rates and vacancy rates among different property types such as multifamily, retail, lodging, office and industrial. In the analysis performed by Torchlight, a judgment is made relating to the likelihood and severity of mortgage default, extensions of maturity and future investment activity. Estimates are contingent upon market and specific asset factors which may not lead to projected returns and can result in a lower return and a loss of capital. Additional details regarding Torchlight scenario assumptions are available upon request.

There can be no assurance that the projected distributions will ultimately be achieved by the fund. In addition, investors could lose all or a substantial amount of their investments in the fund. Torchlight Investors has made certain assumptions about spreads, default rates, interest rates, and the period of time for which an investor's capital will remain invested. Actual events are difficult to predict and will be beyond the fund's control and may be different from those assumed. Actual returns of investors may be materially lower than those projected depending upon the extent and manner in which actual market and economic conditions vary from those assumptions. Such projections involve known and unknown risks, uncertainties and other factors, and undue reliance should not be placed thereon.

No representations are made as to the accuracy of such estimates or projections or that all assumptions relating to such estimates or projections have been considered or stated or that such estimates or projections will be realized. You should understand that conditions and events that are not noted above could have a significant impact on the performance of the fund. The projections contained herein are inherently subjective, are based upon a variety of assumptions about future events and conditions and may use information available from various sources.

No representation or guarantee is being made herein as to the future performance of the investments, that the investments will actually perform as described in any of the illustrative calculations or that the projections set forth herein are the same as determined by Torchlight for other purposes or other clients. Any information contained herein is necessarily illustrative and summary in nature and is not intended to predict actual results, which will differ, and may differ substantially, from the results presented herein. In addition, investors could lose all or a substantial amount of their investment. Additional information related to the methodology used herein, or the specific positions in the portfolio, will be provided upon request.

TORCHLIGHT
INVESTORS

September 4, 2014

Chih-Chi Chu
1355 Willow Way, Ste. 221
Concord, CA 94520

RE: Disclosure Statement Regarding Use of Placement Agents

The undersigned is a current "External Manager" for the Contra Costa County Employees' Retirement Association ("CCCERA"), as defined under CCCERA's Placement Agent Disclosure Policy, adopted on June 9, 2010 ("Policy.")

We have received a copy of the Policy from CCCERA. We hereby disclose to CCCERA the following information, which we represent and warrant to be true and correct as of the date hereof.

Neither we nor any of our principals, employees, agents or affiliates has compensated or agreed to compensate, directly or indirectly, any person or entity to act as a Placement Agent (as defined in the Policy) in connection with any investment by CCCERA, except as disclosed on Attachment 1 to this Disclosure Statement.

We further represent and warrant as follows:

A. We shall provide an update of any changes to any of the information included in this Disclosure Statement within fourteen (14) business days of the occurrence of the change in information.

B. We shall cause our engaged Placement Agent, if any, prior to acting as a Placement Agent with regard to CCCERA, to disclose to CCCERA in writing any campaign contribution, gift (as defined in Government Code section 82028) or other item of value made or given to any member of the CCCERA Board or Staff, or Consultant (as defined in the Policy), during the prior twenty-four month period.

C. We shall cause our engaged Placement Agent, during the time it is receiving compensation in connection with a CCCERA investment, to disclose to CCCERA any campaign contribution, gift or other item of value made or given to any member of the CCCERA Board or Staff, or Consultant, during such period.

Regards,

Joseph Cary
Chief Compliance Officer

475 Fifth Avenue
New York, New York 10017
jcary@torchlightinvestors.com
www.torchlightinvestors.com

T 212.808.3634

TORCHLIGHT
INVESTORS

Attachment 1

Placement Agent Disclosure

Michael Romo, a full-time employee and a Managing Director of Torchlight Investors, engages in marketing and soliciting CCCERA and does not spend any of his time managing the assets held by Torchlight. Mr. Romo is therefore a placement agent for the purposes of Section III.c of the Policy.

475 Fifth Avenue
New York, New York 10017
jcary@torchlightinvestors.com
www.torchlightinvestors.com

T 212.808.3634

TORCHLIGHT
INVESTORS

Attachment 2

To the extent of any disclosure set forth on Attachment 1, we attach as Attachment 2 to this Disclosure Statement a resume for each officer, partner or principal of the Placement Agent (and any employee providing similar services) detailing the person's education, professional designations, regulatory licenses and investment and work experience, and whether any such person is a current or former CCCERA Board member, employee or Consultant or a member of the immediate family of any such person.

Michael Romo – Partner, Investor Relations
Michael Romo is a Managing Director in the investor relations group at Torchlight Investors. He has 21 years of professional experience. Prior to Torchlight, Mike worked at Hawkeye Partners and Giuliani Partners. At Hawkeye, Mr. Romo served as a member of the Management and Investment Committees in addition to his responsibilities as head of sourcing for new managers and marketing. Mr. Romo holds a BBA in Finance from Southern Methodist University.

Work Experience:
Torchlight Investors
February 2012 - Present

Hawkeye Partners - Director
September 2008 – February 2012

Hegemon Capital- Managing Director
January 2008 – June 2008

Giuliani Partners - Vice President
July 2003 – December 2007

EDS, an HP company - Director
January 2002 – July 2003

CSC Consulting - Director
October 1998 – December 2001

Accenture - Senior Consultant
June 1995 – October 1998

JPMorgan Chase - Relationship Manager
June 1993 – June 1995

Michael Romo is not a current or former CCCERA Board member, employee or Consultant or member of the immediate family of any such person.

TORCHLIGHT
INVESTORS

Attachment 3

To the extent of any disclosure set forth on Attachment 1, we attach as Attachment 3 to this Disclosure Statement a description of any and all compensation of any kind we have provided or have agreed to provide to a Placement Agent, including the nature, timing and value thereof.

As with all employees at Torchlight, Michael Romo receives an industry competitive annual salary and participates in a bonus pool derived from a fixed percentage of the earnings of Torchlight. The bonus pool is available only to active employees of Torchlight with the individual allocation determined by senior management and based on various factors, including individual performance and the success of the business.

Additionally, carried interest is split 50% to the senior management team (as owners of Torchlight) and 50% to key individuals deemed integral to the success of the fund and is contingent upon employment with the firm.

475 Fifth Avenue
New York, New York 10017
jcary@torchlightinvestors.com
www.torchlightinvestors.com

T 212.808.3634

TORCHLIGHT
INVESTORS

Attachment 4

To the extent of any disclosure set forth on Attachment 1, we attach as Attachment 4 to this Disclosure Statement a description of the services to be performed by the Placement Agent.

Michael Romo is a Managing Director in the investor relations group at Torchlight Investors. His primary responsibilities include the management of institutional relationships and coordination of the fund raising efforts for all of Torchlight's investment products.

475 Fifth Avenue
New York, New York 10017
jcary@torchlightinvestors.com
www.torchlightinvestors.com
T 212.808.3634

TORCHLIGHT
INVESTORS

Attachment 5

To the extent of any disclosure set forth on Attachment 1, we attach as Attachment 5 to this Disclosure Statement a statement whether the Placement Agent or any of its affiliates are registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association or any similar regulatory agent in a country other than the United States and the details of such registration or explanation of why no registration is required.

Michael Romo is not registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association or any similar regulatory agent. No registration is required.

Attachment 6

To the extent of any disclosure set forth on Attachment 1, we attached as Attachment 6 to this Disclosure Statement a statement whether the Placement Agent or any of its affiliates are registered as a lobbyist with any state or national government.

Michael Romo is a registered lobbyist in the State of California.

CONTRA COSTA COUNTY CCCERA Employees' Retirement Association

MEETING DATE
SEP 17 2014
AGENDA ITEM
#5

Memorandum

Date: September 8, 2014

To: CCCERA Board of Retirement

From: Tim Price, Chief Investment Officer
Jeff Youngman, Investment Analyst

Subject: Real Estate Program Review

Overview

CCCERA last made real estate commitments to private funds in the second half of 2013. The bulk of the commitments made at that time were to distressed real estate, with smaller allocations to opportunistic and value added real estate. These allocations were reflective of CCCERA's long-term position to focus on value creation within real estate.

In accordance with our process of reviewing new fund offerings from our current managers, there are a number of funds coming to market over the next six months. This comes as our availability to commit to private Real Estate has grown due to the increase in total CCCERA value and meaningful distributions from the existing private real estate managers. With the anticipated near-term wind down of four of our current real estate funds as well as rapid deployment of the recently committed capital, CCCERA will need to make new commitments to maintain its target exposure to private real estate. This memo addresses CCCERA's availability to commit to private real estate and highlights the areas of the real estate market that appear most attractive at this time.

CCCERA Private Real Estate

Based on CCCERA's July 31, 2014 market value of $6.95 billion, CCCERA has a 12.5% target allocation, or $869 million, to real estate. After subtracting the adjusted target of the REIT portfolios and the Willows Property, CCCERA has a dollar target of $616 million to private (closed-end) real estate funds. Compared to this $616 million target, actual CCCERA investment in closed end real estate on 7/31/2014 was $598 million. Though currently near the target dollar allocation to private real estate, the effect of distributions in the next few years will leave CCCERA under-allocated if we do not over-commit relative to the total dollar target.

Given the nature of investing in closed-end real estate, at the beginning of a fund's life there is a lag period from when a commitment is made until when the actual dollars are called. Later, when the fund approaches its termination and portfolio holdings mature, properties are sold, the portfolio eventually winds down, and proceeds are returned to investors. To recognize that investment in funds is often below the commitment level, CCCERA needs to over-commit relative to the desired target of $616 million to closed-end real estate in order to achieve the real estate target allocation of 12.5%.

As of July 31, 2014, CCCERA's closed-end real estate investments had a market value of approximately $598 million. Outstanding commitments to real estate which are to be drawn total $302 million. If the dollar target of $616 million is reduced by these amounts, CCCERA has an over-commitment of $285 million.

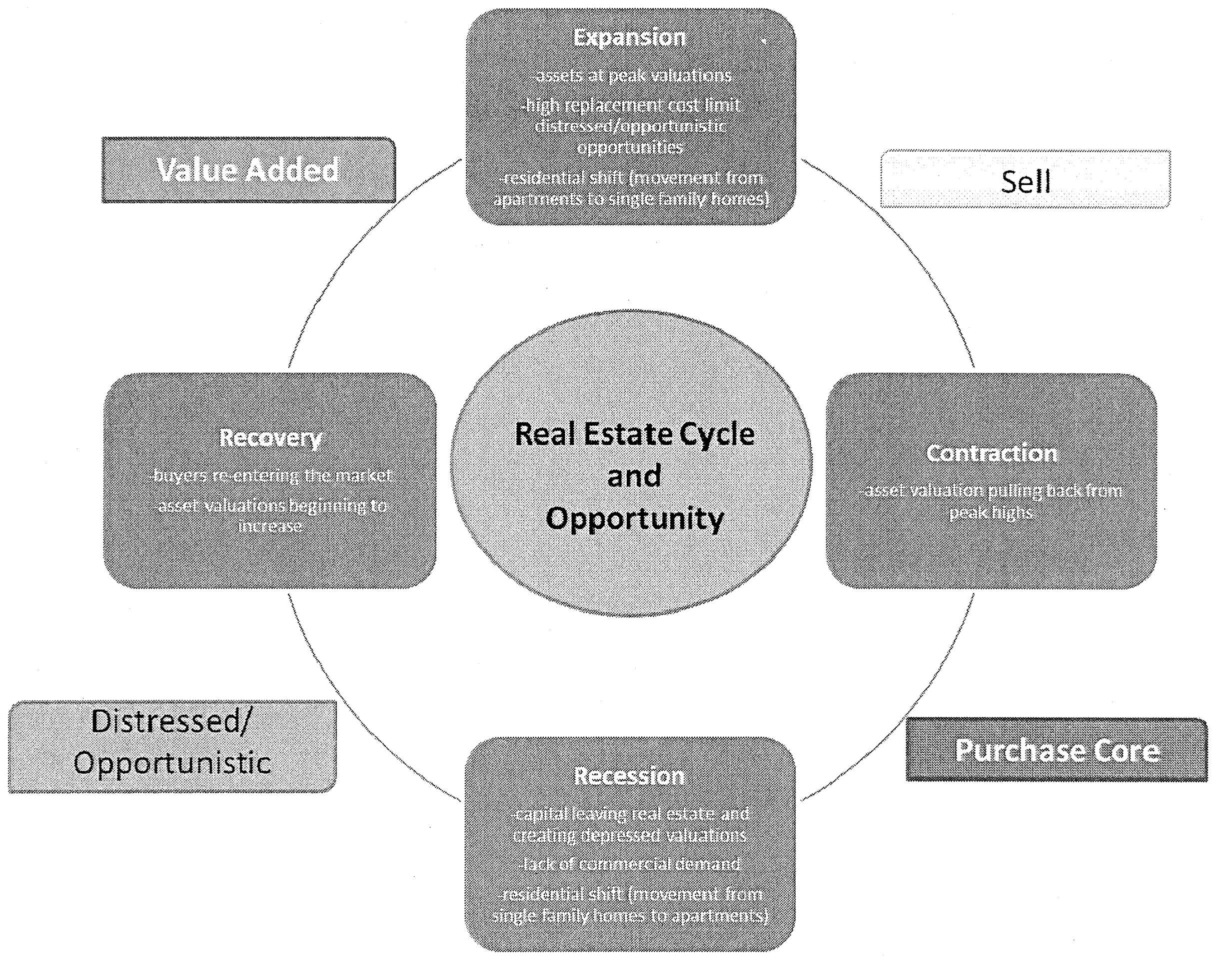
We recommend that CCCERA commit to closed end real estate funds 175% of the $616 closed end target: $1.09 billion. (These dollar amounts will change with the total market value of the fund, and as the total market value of CCCERA assets grows over time, the amount allocated to real estate also grows). To address this need for over-commitment we propose that CCCERA make additional commitments to closed end real estate of $177 million.

Based on this analysis, the total amount currently available for CCCERA to commit to closed-end real estate funds is approximately $177 million. These figures are illustrated in the table below:

	Value (Millions)		Value (Millions)
CCCERA Total Fund	**$6,950**	**Closed End Target**	$616
as of 7/31/2014		less Closed End Investments	$598
Real Estate @ 12.5%	$869	less Commitments	$302
less REIT Target @ 3.5%	$243	Available to Commit	-$285
=Private R.E. Funds @ 9%	$626	plus 75% Over-Commitment	$462
less Willows Property	$10		
= Closed End Target	**$616**	**Estimated Available to Commit**	**$177**

Closed End Investments	Market Value	Commitments to Be Drawn	Total Exposure
DLJ RECP II, III, IV, V	$162	$87	$249
Long Wharf FREG II, III, IV	$48	$15	$62
INVESCO IREF I, II, III	$76	$13	$89
Oaktree V, VI	$116	$30	$146
Siguler Guff I, II	$84	$93	$177
Paulson Real Estate Fund II	$12	$9	$20
LaSalle Income and Growth	$40	$34	$74
Angelo Gordon VIII	$61	$22	$83
Totals	**$598**	**$302**	**$900**

Real Estate Market "Cycle"



In the above image, we outline the four broad stages of the real estate cycle. From 2011 to 2013, CCCERA made commitments primarily to distressed and opportunistic real estate. This timing was ideal coming out of a recession, where institutional capital was largely leaving the risky distressed and opportunistic space. We are now firmly into a real estate recovery, where asset values are beginning to recover, and distressed and opportunistic investments are somewhat harder to find. Going forward through the recovery and eventually to the expansion stage, CCCERA will need to focus on managers who have the ability to improve and reposition an asset, rather than buying discounted assets while having a tailwind of a recovery to further increase the value of the asset prior to sale.

Current Real Estate Market Trends

In the current state of the US Primary real estate markets, value is created by non-thematic, non-repeatable one-off property improvements. This is what is referred to as an "operator cycle," meaning that the tailwind of a US real estate recovery (providing cap rate compression), is no longer a driver of returns. In an "operator cycle" returns in the real estate market will be driven by the ability of a manager to purchase properties and improve them, rather than the potential for holding properties as the market recovers. Given this state of the market, we recommend allocating more to value creation (value added, opportunistic, and distressed) segments of the real estate market, while remaining underweight core real estate.

The tailwind of the real estate recovery following the global financial crisis has fully valued core assets which the distressed and opportunistic segments of the private real estate market sell to. Distressed and opportunistic managers have had a consistent buyer in the core market place as investors have sought less risky real estate exposure and yield, in additional to inflation protection over the past four years.

Distressed/Opportunistic

Following the financial crisis impact on residential and commercial real estate (that being properties with values below their amount of outstanding debt), there was significant opportunity to purchase non-performing loans at a significant discount, recapitalize borrowers, and acquire good properties that have suffered from underinvestment. Since 2010, the improvement in the economy has led to fewer deeply discounted opportunities. The distressed and opportunistic opportunity in 2010-2013 was largely due to forced sellers, where managers would purchase properties that had been foreclosed on by lenders or REO deals. Today, sellers tend to be the property owners who cannot refinance due to being overleveraged, though their properties may not be underwater. The changing character of the deal flow coming to opportunistic and distressed managers is also indicative of an "operator cycle," where fundamentally the manager is trying to buy a structurally sound asset that has been undermanaged, for below replacement cost, to turn around and sell into the core market.

However, there is still some value in the secondary and tertiary US, as well as in European markets for those managers who are able to create value instead of purchase value. There is still a significant inventory of "zombie properties," which are properties where the owner has little incentive to make improvements due to the decline in property value, which in turn drives out/does not attract tenants, which further declines the property value. These "zombie properties" are opportunities in the distressed market where firms will purchase the properties at a discount, provide the borrower an equity stake in the building to re-incentivize building improvements, and sell the improved asset. These zombie buildings still exist in volume, but are more expensive than they were in 2010-2013 (again, indicative that we are moving from the recessionary to recovery stage of the real estate cycle).

Value Added

Investing in value-added real estate, as investing in any real estate in 2010-2013, had a meaningful tailwind as the private real estate sector was recovering from the global financial crisis. Due to the lack of capital interested in risk, there was an abundance of value added real estate opportunities for those with capital willing to take on risk.

The strategy of value added real estate is buying underperforming assets in high demand areas and enforcing leases, increasing rents, or doing risk-mitigated development work with the end-goal of producing a stabilized asset to sell into the core market. This is still broadly a value creation process, but still relies on a discounted purchase price for the asset. Value added real estate tends to favor investments in urban infill, employment oriented, transit adjacent gateway markets that tend to have a strong capital market which allows for easy exits. Currently, valuations in these types of markets are recovering from the recession, making the acquisition of assets more expensive. The option of a core exit, while still the preferred source of liquidity for value added real estate, is expected to have higher cap rates 3-years from now, leading to lower expected values.

Europe

While the United States is firmly in an operator cycle, Western Europe now feels more like the U.S. did in 2010-2013 (in period immediately following the recession stage). CCCERA's real estate managers have indicated that there is more opportunity for cap rate compression abroad (as Europe moves along toward recovery). CCCERA's managers feel there is still an abundant supply of deeply discounted properties in Western Europe which acts as a tailwind to the asset improvement cycle. Moving forward, we believe a greater non-US private real estate allocation is warranted. In the US, distressed/opportunistic managers will still focus on buying broken but fixable assets at a discount, fixing them, and selling into the core market, but will do so without the added benefit of a broad real estate recovery. The tailwind of recovery is still available in Europe.

Western Europe has not recovered as quickly as the United States following the global financial crisis, and as such, we believe there may be opportunities in real estate in the region. Europe and the United States differ in the way banks held or sold loans. In the United States, banks would loan money to a homebuyer, in would in turn sell the mortgage of that homebuyer to investors. This effectively removed the mortgage from the bank's balance sheet. In Europe, the majority of loans made by a bank are held on its balance sheet. This difference plays a major role in the impact of a default; in the United States loan defaults affect investors, in Europe, loan defaults affect the banks directly.

As Europe is attempting to come out of the banking crisis, banks are shedding non-performing loans from their balance sheet. This creates an opportunity for investors to acquire distressed properties at low valuations (as was the case in the United States from 2010 to 2013).

Recommended Allocation

Based on CCCERA's current availability to commit, the market opportunities, the relative attractiveness of different strategies, and the pace of capital deployment from our existing managers, we recommend the following allocation of the next commitment for Board consideration:

Total Availability:	$177 million
Value-added:	$27 million target, $0-30 million range
Opportunistic:	$65 million target, $30-90 million range
Distressed:	$65 million target, $30-90 million range
European:	$20 million target, $0-25 million range

The Distressed and Opportunistic strategies remain the most appealing at this time despite lower return expectations relative to our previous commitments in 2013. We feel that given the current nature of the market where returns need to be produced instead of purchased, managers that have shown the ability to successfully execute distressed and opportunistic real estate strategies are in the best position to add value to the CCCERA portfolio without further broad real estate market appreciation.

Our recommended allocation to value added strategies is primarily a means of risk-reduction. We feel that value added real estate still offers some opportunity for growth, fitting the middle ground between the riskier opportunistic/distressed strategies, and a core allocation (which we have exposure to through REITs).

Our recommendation to European distressed/opportunistic real estate is for the purpose of taking advantage of the expected cap-rate compression during a real estate recovery on the continent. We will likely pursue this allocation through one of our current managers, whether through co-investments or a surplus fund.

Since our existing Distressed (Oaktree), Opportunistic (Angelo Gordon) and Value-Added (Invesco) managers are in the market to raise the next fund, we will evaluate their current offerings in light of the available assets outlined above.

Impact on CCCERA Combined Real Estate Portfolio

The following table displays the characteristics of closed end real estate funds available to institutional investors. It ranges from core (lower targeted return/lower risk) strategies to opportunistic (higher targeted return/higher risk) strategies. Core funds typically target returns in the mid-to-high single digit range, predominately from stable income streams such as apartments. Value-Added funds target IRRs from high single digit to mid-teens, while opportunity funds target returns in the high teens and above. Value-Added and Opportunistic funds will use higher leverage as well, typically above 60%, depending on the type of investments and the debt availabilities in the market. The risk displayed here includes both financial risk and operating risk. For example, "re-tenant" or "development" projects certainly involve more operating risk than collecting rents and maintenance of core buildings. Note our distressed real estate managers, although targeting higher return, are either fund-of-funds or sit on multi-investment platforms (debt, equity, preferred shares, etc. ;) therefore their overall risk may be lower due to their inherently diverse investments.

Strategic Position of CCCERA Private Real Estate Managers

Strategy	CCCERA Manager	Investment Theme Example	Operating Risk	Financial Leverage	Target Return
Core	None	Office, Retail, Apartment with low vacancy in prime markets	Low	Low	Low
Value-Added	Invesco, Long Wharf, LaSalle	Tenant improvement	Medium	Medium	Medium
Opportunistic	DLJ, Angelo Gordon	Development project	High	High	High
Distressed	Oaktree, Siguler Guff, Paulson	Recapitalization	Medium-High	Low-High	High

Currently, our strategy allocation, including both market values and commitments, for CCCERA's total private real estate portfolio is 37% Opportunistic, 38% Distressed, and 25% Value-added, as detailed in the table below:

CCCERA Existing Private Real Estate Strategy Allocation

Opportunistic	$332 million	37%
Distressed	$343 million	38%
Value-Added	$225 million	25%
TOTAL	$900 million	100%

Our recommendation, assuming with $65 million to distressed and opportunistic and $27 million allocated to value-added, will result to the following allocation (for this analysis we have assumed the $20 million allocation to European real estate is split evenly across distressed and opportunistic):

CCCERA New Private Real Estate Strategy Allocation

Opportunistic	$409 million	38%
Distressed	$427 million	39%
Value-Added	$252 million	23%
TOTAL	$1.09 billion	100%

Based on the comparison of the two tables above, the new allocation will not drastically change from the old. We still feel the underweight to core real estate and the overweight to value-production segments, and unique opportunity (Europe) areas of the real estate market is appropriate for the current environment.

MEETING DATE
SEP 17 2014
AGENDA ITEM
#6 & #8

CONTRA COSTA COUNTY CCCERA
Employees' Retirement Association

MEMORANDUM

Date: September 8, 2014

To: CCCERA Board of Retirement

From: Timothy Price, Retirement CIO
Jeff Youngman, Investment Analyst

Subject: Commitment to Angelo Gordon Realty Fund IX and Oaktree Real Estate Opportunities Fund VII

Recommendation

In a memo regarding the Private Real Estate allocation budget (dated September 8, 2014) we outlined the assets available for commitment to private real estate funds. In that memo, we used the current market value of our real estate investments, the anticipated pace of contributions and distributions and the growth of the overall fund to come up with annual commitment targets in order to reach and maintain our target allocation of 12.5% to real estate investments. The most recent real estate allocation memo indicates that CCCERA can commit approximately $177 million to private real estate in order to maintain the target allocation to private real estate.

Two of CCCERA's current private real estate managers, Angelo Gordon and Oaktree, are in the process of raising new funds at this time. Per CCCERA's practice, we generally research the new funds and propose new commitments provided our opinion of the firm, team and investment thesis remain positive. We recommend that the Board commit $65 million to the Oaktree Real Estate Opportunities Fund VII and $65 million to the Angelo Gordon Realty Fund IX. This will help maintain our allocation to private real estate, and recognizes that the opportunity for opportunistic/distressed real estate still offers the potential for outsized returns, though it is diminished from the opportunities available in recent years.

This memo provides a review of CCCERA's current investments with Oaktree and Angelo Gordon, an update on the amount of commitments available for CCCERA to private real estate investments, and the summary of terms for both of the new funds.

Overview

CCCERA initiated its relationship with Angelo Gordon in 2012 with an $80 million commitment to Angelo Gordon Realty Fund VIII. This was part of CCCERA's opportunistic real estate allocation. Performance of this fund has been a positive contributor to the real estate portfolio. Trailing returns for the fund are above the NCREIF Property Index +500 bps per year over all time periods as of March 31, 2014.

CCCERA initiated its relationship with Oaktree via the Oaktree Private Investment Fund 2009. This was part of CCCERA's "opportunistic" allocation, and consisted of a $40 million commitment. CCCERA first made a commitment to Oaktree Real Estate in 2011, with a $50 million commitment to Real Estate Opportunities Fund V. An additional $80 million commitment was made in 2013 to Real Estate Opportunities Fund VI. Performance of both real estate funds have been positive contributors to the real estate portfolio on a gross-of fees basis. Trailing returns for both funds are above the NCREIF Property Index +5% per year over all time periods as of March 31, 2014.

Fund	Commitment Date	Commitment Size
AG Realty Fund VIII	December 2011	$80 million
Oaktree PIF 2009 (not RE)	*February 2010*	*$40 million*
Oaktree REOF V	December 2011	$50 million
Oaktree REOF VI	September 2013	$80 million

Trailing Gross-of-Fee Performance
ending March 31, 2014

	QTR	1-Yr	2-Yrs
AG Realty Fund VIII	5.1	20.2	21.0
Oaktree REOF V	6.0	17.8	17.1
Oaktree REOF VI	5.0	--	--
NCREIF + 500bps	*4.0*	*16.7*	*16.4*

CCCERA's private real estate allocation currently consists of eight managers across value-added, distressed, and opportunistic real estate (see table below):

Strategy	CCCERA Manager	Investment Theme Example	Operating Risk	Financial Leverage	Target Return
Core	None/REITs used as proxy	Office, Retail, Apartment with low vacancy in prime markets	Low	Low	Low
Value-Added	Invesco, Long Wharf, LaSalle	Tenant improvement	Medium	Medium	Medium
Opportunistic	DLJ, Angelo Gordon	Development project	High	High	High
Distressed	Oaktree, Siguler Guff, Paulson	Recapitalization	Medium-High	Low-High	High

Angelo Gordon (opportunistic) invests in development projects and re-habilitation of existing properties. The general thesis is that Angelo Gordon will find an "underperforming asset" such as a property that is generally well located and should experience high demand, but is not due to outdated infrastructure and overdue upgrades. Angelo Gordon will purchase this property, and with a local development partner will refresh the asset to "correct" the asset's underperformance (increase rents and attract tenants).

Oaktree (distressed) has a more technical approach to real estate. Oaktree has six areas of real estate focus which are: commercial real estate, non-US real estate, residential real estate, commercial NPLs, corporate real estate and structured finance. Oaktree will rotate between these approaches depending on where they see opportunity in the market.

The last investments in Angelo Gordon and Oaktree were committed in 2011 and 2013 (respectively): CCCERA made an $80 million commitment to Angelo Gordon Realty Fund VIII and an $80 million commitment to Oaktree Real Estate Opportunities Fund VI. CCCERA's investments with Angelo Gordon and Oaktree are still relatively "young" from a private real estate perspective, and our comments on performance reflect this.

Angelo Gordon

CCCERA began investing with Angelo Gordon in 2011 in the Angelo Gordon Realty Fund VIII. This fund is focused on opportunistic real estate, primarily in the development and re-positioning of real estate assets. As of the end of the second quarter, this fund was currently in the middle of its investment period, having purchased 56 assets and sold three.

The following highlights information for CCCERA's investments with Angelo Gordon:

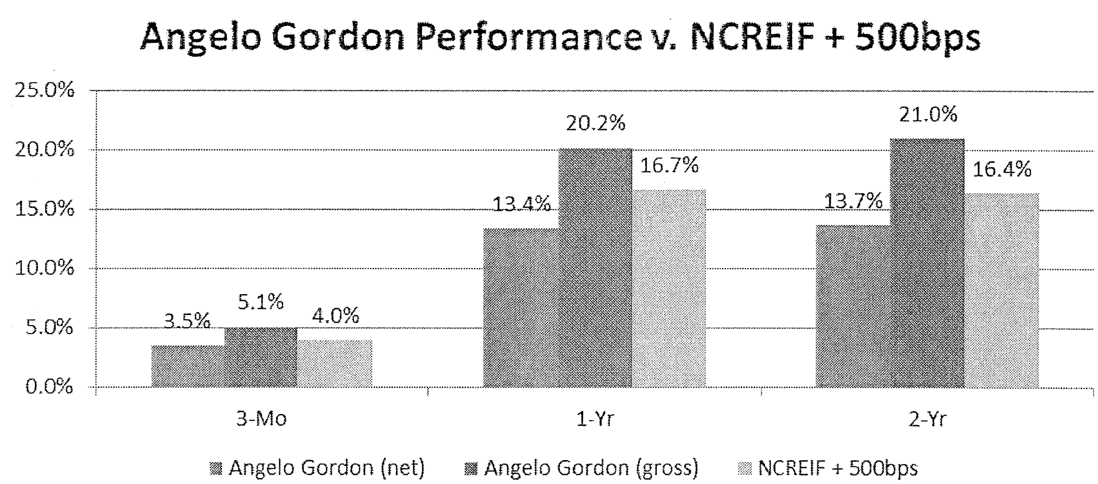
As of March 31, 2014:

• Since Inception Gross IRR	18.9%
• Since Inception Net IRR	15.3%

As of July 31, 2014:

• Total Capital Called	$57.9 million
• Total Capital Distributions	$6.8 million
• Percentage of Capital Returned	12%
• Total Market Value as of 6/30/14	$61.2 million
• [Distributions + Market Value] / Capital Called	1.18x
• CCCERA Remaining Commitment	$22.1 million

Angelo Gordon Realty Fund VIII is benchmarked by CCCERA against the NCREIF Property Index + 500bps. Currently Angelo Gordon is above this benchmark over the trailing 1- and 2-year periods on a gross-of-fees basis. This performance is positive, though only somewhat indicative of the total portfolio performance as the Fund is still in the investment period. Currently, Angelo Gordon is projecting a gross IRR of 23% for the Fund. Fees for private funds have a greater impact in the early years of the fund, and as such, Angelo Gordon is trailing the benchmark over all time periods on a net-of-fees basis as of March 31, 2014, as shown below:



For investment diversification, the following table displays the allocation of Angelo Gordon Realty Fund VIII:

Property Type		Geographic Allocation	
Residential	13.0%	West	34.0%
Hotel	7.0%	East	27.0%
Land	7.0%	Midwest	10.0%
Office	42.0%	South	4.0%
Retail	10.0%	Europe	13.0%
Industrial	4.0%	Asia	12.0%
Multi-Family	16.0%		
	99.0%		100.0%

As of March 31, 2014, the Angelo Gordon Realty Fund VIII held 51 investments, totaling $871 million in fair market value. The Fund has sold three properties, generating $24 million of profit on $25 million of invested equity (which represents a 59% gross IRR before fees and expenses). Taking into account deals currently under contract and the follow-on commitments for current investments, Angelo Gordon Realty Fund VIII is approximately 90% committed. The fund is 67% called with the majority of the remaining capital to be called in the next 3-6 months.

Angelo Gordon Realty Fund IX Preview

AG Realty Fund IX will have a strategy very similar to AG Realty Fund VIII. AG Realty Fund IX will focus on acquiring opportunistic equity interests in commercial real estate. The fund will principally focus on the United States but has an allowance of 25% of capital commitments for non-US investments. Angelo Gordon typically purchases distressed and/or under-performing assets from owners who lack the capital or expertise to improve the assets, grow the cash flows, and create value. These assets are often attractively priced due to the inherent complexity in executing a value creating business plan, difficulty in obtaining debt financing, and inefficiencies associated with selling under- performing, real estate. Sometimes the assets have significant cash flow in place, for instance an underperforming multi-family project that can be renovated to achieve better occupancy and higher rents and other times the assets do not have any cash flow such as a building acquired with the intent to change the use. A core element of Angelo Gordon's approach is to utilize a local operating partner to assist in the sourcing, underwriting and repositioning of assets.

The targeted holding period of assets in the fund is three to five years, with the end goal of selling the asset to another institutional investor. Assets that Angelo Gordon considers for investment exhibit the following strengths:

1. Clearly identifiable reasons for underperformance and a well-defined and achievable plan for turn around
2. Purchase price and forecasted stabilized value that are at discounts to replacement cost
3. Favorable long-term demand growth in the local market
4. Barriers to new supply in the local market due to restrictions on land availability, zoning, and entitlement

Risks

Leverage
Roughly 50-70% of the value of each property purchased by Angelo Gordon is borrowed. This amount of leverage will magnify both gains and losses. Additionally, a strategy dependent on borrowing is affected by changes in the availability and terms of credit. Angelo Gordon may not be able to profitably execute an opportunistic real estate strategy if it is unable to get favorable financing terms for portfolio properties.

Geography
Angelo Gordon has a maximum weight of 25% in non-US investments, which is similar to prior funds. While Angelo Gordon intends to focus the bulk of real estate commitments in the United States, it is believed that the opportunity set in Europe may be more attractive and Angelo Gordon may use a greater portion of its non-US allowance. There is risk that Angelo Gordon may be less familiar with foreign markets, and risk that the US market may not be as opportune a market for opportunistic investing as it was in the prior fund.

Style
It is possible that an opportunistic real estate strategy may no longer be viable given the state of the real estate market. As property values have increased across commercial and residential real estate, it is meaningfully more difficult to purchase a deeply discounted asset to then re-position and sell at a higher valuation. If Angelo Gordon fails to locate and purchase properties at a deep discount, the return expectations would be greatly diminished. Additionally, if the market is currently reaching peak valuations, it is possible that the market could contract, forcing Angelo Gordon to sell assets into a falling market.

Poor Execution
Angelo Gordon may not be able to dispose of properties profitably within the term of the fund, especially if the real estate market experiences a strong retreat from its current highs.

Summary of Key Terms of Angelo Gordon Realty Fund IX

The Fund:	Angelo Gordon Realty Fund IX
Investment Focus:	Opportunistic real estate focused on the acquisition of equity interests in sub-performing real estate properties in the United States.
Investment Restrictions:	No more than $100 million (or 15% of aggregate commitments, whichever is greater) in a single property investment, no more than 25% of commitments invested in property outside of the US & Canada, no more than 10% of commitments held in publicly traded securities.
Preferred Return:	9%, with a 50% catch-up
General Partner Commitment:	3%, up to a maximum of $15 million
Investment Period:	4 years after the initial close
Fund Term:	Eight years; four years after the end of the investment period
Fees:	1.5% per annum on committed capital during the investment period (rebated to 1% on unfunded capital commitments for commitments of $75 million or greater), and 1.5% per annum on net funded capital after the investment period.
Carried Interest:	20%

Oaktree

CCCERA began investing with Oaktree in February 2010 through an opportunistic Private Investment Fund, which was not focused on real estate. CCCERA's original investment commitment was $40 million to this fund. In 2011 CCCERA made a commitment of $50 million to Oaktree Real Estate Opportunity Fund V, and in 2013 made an $80 million commitment to Real Estate Opportunity Fund VI. As of June, 2014, Oaktree REOF V had made 86 investments, and is fully invested (the investment period ends March 2015). Oaktree REOF VI had made 80 investments as of quarter end. Oaktree REOF VI is currently 70% invested and 90% committed, despite being at the beginning of its investment period. Both funds have managed to put money to work quickly, indicating a robust opportunity set.

The following highlights information for CCCERA's real estate investments with Oaktree:

As of March 31, 2014:
Real Estate Opportunities Fund V

• Since Inception Gross IRR	14.4%
• Since Inception Net IRR	12.2%

Real Estate Opportunities Fund VI

• Since Inception Gross IRR	22.2%
• Since Inception Net IRR	10.2%

As of July 31, 2014
Real Estate Opportunities Fund V

• Total Capital Called	$48.5 million
• Total Capital Distributions	$17.7 million
• Percentage of Capital Returned	36%
• Total Market Value as of 7/31/13	$58.3 million
• [Distributions + Market Value] / Capital Called	1.57x
• CCCERA Remaining Commitment	$4.5 million

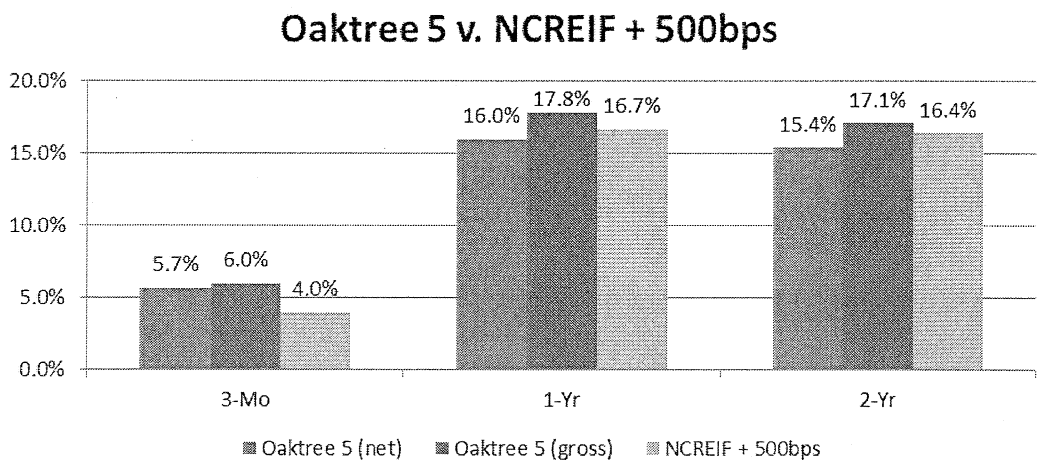
As of July 31, 2014
Real Estate Opportunities Fund VI

• Total Capital Called	$61.6 million
• Total Capital Distributions	$5.6 million
• Percentage of Capital Returned	9%
• Total Market Value as of 6/30/13	$120 million
• [Distributions + Market Value] / Capital Called	1.03x
• CCCERA Remaining Commitment	$29.7 million

Both Oaktree REOF V and VI are benchmarked by CCCERA against the NCREIF Property Index + 500bps. Currently only Oaktree REOF V has a meaningful performance history and Fund VI is at the very beginning of its investment period. For this reason, only the performance of Fund V is reviewed below.

Oaktree REOF V is above this benchmark over the trailing 1- and 2-year periods on a gross-of-fees basis. This performance is positive, though only somewhat indicative of the total portfolio performance as the Fund is still in the investment period. Currently Oaktree REOF V is projecting a gross IRR of 20% for the

Fund. Fees for private funds have a greater impact in the early years of the fund, and as such, Oaktree REOF V is trailing the benchmark over the 1- and 2-year time periods on a net-of-fees basis as of March 31, 2014, as shown below:



The bulk of the REOF V has been in recapitalized equity (52.7%), with equity and loan portfolios making up similar weights in the portfolio at 22.5% and 21.1%, respectively. REOF VI has a similar allocation to recapitalized equity at 49.8%, but a higher allocation to equity (33.6%) and lower allocation to loan portfolios (12.9%).

For investment diversification, the following tables display the allocations of Oaktree REOF V and REOF VI as of June 30, 2014:

Oaktree REOF V

Subclass		Property Type		Investment Category	
Recapitalized Equity	52.7%	Residential	29.1%	Commercial	36.1%
Equity	22.5%	Hotel/Gaming/Leisure	8.7%	Corporate	20.7%
Loan Portfolios	21.1%	Mixed	16.1%	Residential	21.3%
Debt	3.7%	Office	16.1%	Commercial NPLs	10.0%
		Retail	13.0%	Non-US	11.0%
		Other	6.9%	Structured Finance	0.9%
		Industrial	4.8%		
		Multi-Family	5.3%		
Total	100.0%		100.0%		100.0%

Oaktree REOF VI

Subclass		Property Type		Investment Category	
Recapitalized Equity	49.8%	Residential	15.6%	Commercial	52.3%
Equity	33.6%	Hotel/Gaming/Leisure	8.9%	Corporate	5.4%
Loan Portfolios	12.9%	Mixed	19.8%	Residential	16.3%
Debt	3.7%	Office	40.2%	Commercial NPLs	5.1%
		Retail	6.9%	Non-US	20.9%
		Self-Storage	1.5%	Structured Finance	0.0%
		Industrial	2.5%		
		Multi-Family	2.2%		
		Land	2.4%		
Total	100.0%		100.0%		100.0%

Oaktree REOF V has fully invested all committed capital. Oaktree will now switch to focusing on managing each investment to maximize value. The portfolio will be entering its harvest phase shortly. The more seasoned assets are being positioned for sale as cash flows are stabilized, with the expectation that dispositions will accelerate over the next 24 months. In the interim, Oaktree continues to steadily harvest cash flow from commercial investments producing attractive current cash-on-cash returns, as well as proceeds from loan resolutions of the NPL platforms.

Oaktree Real Estate Opportunities Fund V has recently been making large distributions. On April 22, the Fund distributed $87.2 million, and an additional $166.8 million on July 7. This brought the amount distributed to Limited Partners to $423.4 million, or 33% of total capital contributions of $1.283 billion. The net assets of the Fund, after taking into account the July distribution and the remaining incentive allocation owed to the GP, amount to $1.3 billion, an additional 101% of contributed capital. Thus, the Fund currently shows a multiple of capital of 1.36 times, net of all fees, expenses and potential incentive allocation.

Oaktree Real Estate Opportunities Fund VI had $2.351 billion of gross capital invested as of June 30, 2014. It is 70% drawn. Similar to Oaktree REOF V, fast capital deployment early in the fund's life indicates a breadth of opportunities. Oaktree expects there to be an ongoing opportunity to recapitalize underperforming and capital-starved "zombie" commercial buildings as their debts mature and borrowers are unable (or unwilling) to deleverage. This again is reflective of their strategy for REOF V.

As of June 30, REOF VI held 80 investments, with the majority of the new opportunities being sourced from commercial opportunities. Commercial investments (including those classified as non-U.S.) represented more than 70% of the portfolio.

The performance of Oaktree's commercial NPL pools continues to exceed expectations, with both the velocity of resolutions and the cash flows related to these investments running ahead of schedule. These pools are included in both Oaktree REOF V and VI. As a result, Oaktree wrote up several of these positions at quarter-end. As of quarter-end, Oaktree-managed funds have completed three securitizations of commercial NPL pools and five on the residential NPL front.

Oaktree Real Estate Opportunities Fund VII Preview

Oaktree Real Estate Opportunities Fund VII will follow the previous fund strategies of investing in opportunistic real estate debt and equity. REOF VII, like REOF V & VI, will focus on distressed opportunities primarily in real estate debt and restructurings, which will involve value investments, rescue capital, distress-for-control investments, and residential and commercial non-performing loans ("NPLs"). Oaktree believes that the opportunities for the fund will be driven by four main factors: $1.4 trillion of the US commercial real estate debt scheduled to mature through 2017; a large supply of "zombie" real estate assets in secondary markets, $800 billion of impaired US residential debt outstanding; and a growing supply of distressed real estate opportunities in the Europe and Asia.

Please note that total capital commitments for REOF V were $1.3 billion, and commitments for REOF VI totaled $2.7 billion. Oaktree REOF VII is targeting commitments of $3.5 billion. It is worth noting that there were many shared deals with other Oaktree funds (e.g. distressed debt) in REOF V & VI, and there are likely to be fewer shared deals in the REOF VII if Oaktree achieves the $3.5 billion commitment target. Given fewer shared deals, Oaktree would expect the investment pace to be extended for REOF VII relative to prior funds.

Oaktree still feels that the best opportunity set is in commercial "zombie" real estate, and feels that the borrower recapitalization strategy that has worked well in the United States will similarly work well in Europe, and especially the United Kingdom. This may result in a greater percentage of non-US investments, though still operating within a similar non-US allowance as previous funds.

REOF VII intends to invest capital in segments experiencing relative illiquidity, exploit arbitrage between fundamentals and investor psychology and mitigate downside risk by identifying price discounts relative to intrinsic value. Oaktree will implement this strategy via:

1. Targeting of value investments in Oaktree's six areas of expertise (commercial real estate, non-US real estate, residential real estate, commercial NPLs, corporate real estate and structured finance) to exploit evolving segments of illiquidity.

2. Strategic alignments with high quality borrowers and operating partners who seek to leverage Oaktree's leadership in distressed debt.

Risks

Geography

Oaktree has a maximum weight of 50% in non-US investments. Should Oaktree find the breadth of their opportunities for REOF VII in non-US markets, they would be using a much greater portion of their non-US allowance than in previous funds, which are currently 11% for REOF V and 20% for REOF VI. There is a risk that greater usage of the non-US allowance could materially impact performance if Oaktree is not able to execute their strategy as well in non-US markets as they have been in the United States.

Style

It is possible that a distressed real estate strategy may no longer be viable given the state of the real estate market. The cyclical, quantitative easing and structural effects following the recession were all working in the same direction to lower yields/cap rates in the US and most developed nations from 2010 to 2013. As the cycle is trending towards recovery in real estate, quantitative easing is slowing being reduced and will eventually be withdrawn, structural market factors are very different from 2011 and 2013 when CCCERA last made commitments to Oaktree.

In REOF V and VI, where CCCERA last made commitments, borrower recapitalization was the primary strategy. As Oaktree has six areas of real estate focus (commercial real estate, non-US real estate, residential real estate, commercial NPLs, corporate real estate and structured finance), there is a risk that REOF VII may focus on a different area of real estate which CCCERA has not been as exposed to in earlier funds, and may not drive returns in the same way that borrower recapitalizations have in previous funds. It is also possible that going forward the ability of borrower recapitalizations to provide outsized returns may diminish.

Poor Execution

In CCCERA's investments in Oaktree REOF V and VI, there were many shared deals with other Oaktree funds (e.g. distressed debt). This allowed for committed capital to be called and put to work quickly. There are likely to be less shared deals in the new fund if Oaktree reach the target commitment level of $3.5 billion. This could slow the pace of investment for REOF VII, risking the total commitment of the fund.

Headline Risks with a Publicly Traded Firm

Oaktree is a publicly traded firm, which means the firm has external stakeholders. The firm's objectives must be aligned with the best interests of the shareholders, and this may at times be in conflict with what CCCERA believes is the best interest of CCCERA's real estate investments. Additionally, publicly traded firms must dedicate time and resources to working with shareholders, which are costs of the business not directly related to the function for which CCCERA would be hiring Oaktree.

Summary of Key Terms of Oaktree Real Estate Opportunities Fund VII

The Fund:	Oaktree Real Estate Opportunities Fund VII
Investment Focus:	Distressed opportunities in real estate debt & restructurings, rescue capital, distress-for-control investments, and residential and commercial non-performing loans.
Investment Restrictions:	No more than 50% of capital commitments may be invested in non-US securities, no more than 20% of capital commitments may be invested in a single mortgage issuer, no more than 10% of capital commitments may be invested in non-conforming investments
Preferred Return:	8%, with a 60% catch-up
General Partner Commitment:	Greater of $20 million or 2.5% of capital commitments
Investment Period:	4 years after the initial investment
Fund Term:	The tenth anniversary of the commencement of the investment period
Fees:	1.5% per annum on committed capital during the investment period, and 1.5% per annum on called capital after the investment period. Management fees will not be paid after the 11th anniversary of the commencement of the investment period.
Carried Interest:	20%

Conclusion

CCCERA's real estate investments with Angelo Gordon and Oaktree are still relatively young, and were made in a unique market environment following the global financial crisis. While the real estate recovery is broadly underway, we still feel there are opportunistic and distressed opportunities available. This may be, however, our "last bite at the apple" for some time. As the real estate market more fully recovers, replacement cost for the types of properties typically targeted by opportunistic and distressed managers will rise and expected returns will fall. We are currently at the very early point in this phase.

We recommend the Board to allocate up to $65 million to both Angelo Gordon and Oaktree. If the Board approves both commitments, this would make up $130 million of the $177 million available for investment in private real estate, and would leave $47 million available for other opportunities in value-added and/or European real estate.

OAKTREE

SEPTEMBER 17, 2014

CONTRA COSTA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION

OAKTREE REAL ESTATE OPPORTUNITIES FUND VII, L.P.

(This page has been left blank intentionally.)

OAKTREE

This presentation is provided for informational purposes only and does not constitute, and should not be construed as, an offer to sell, or a solicitation of an offer to buy, interests in Oaktree Real Estate Opportunities Fund VII, L.P. or its related feeder fund(s) and parallel fund(s), if any (individually or collectively, as the context requires, the "Fund"). Any such offer may only be made pursuant to the Fund's confidential private placement memorandum and any related supplements (the "PPM"), subscription documents and constituent documents in their final form.

This presentation does not constitute and should not be construed as investment, legal or tax advice, or a recommendation or opinion regarding the merits of investing in the Fund. Each potential investor should consult its own counsel, accountant or investment adviser as to the legal, tax and related matters concerning its investment. A potential investor considering an investment in the Fund should read this presentation in conjunction with the PPM. The PPM contains a more complete description of the Fund's investment strategy, practices, terms and conditions, restrictions, risks and other factors relevant to a decision to invest in the Fund, and also contains tax information and risk disclosures that are important to any investment decision. All information herein is subject to and qualified in its entirety by the PPM. No person has been authorized to make any statement concerning the Fund other than as set forth in the PPM and any such statements, if made, may not be relied upon. The date of the information is indicated herein, and Oaktree (as defined below) has no duty to update such information.

Responses to any inquiry that may involve the rendering of personalized investment advice or effecting or attempting to effect transactions in securities will not be made absent compliance with applicable laws or regulations (including broker dealer, investment adviser or applicable agent or representative registration requirements), or applicable exemptions or exclusions therefrom.

The term "Oaktree®" used herein refers to Oaktree Capital Management, L.P.™ or its affiliates, individually or collectively, as the context requires. Terms used but not defined herein shall have the meanings set forth in the PPM.

None of the information contained herein has been filed with the U.S. Securities and Exchange Commission, any securities administrator under any state securities laws or any other U.S. or non-U.S. governmental or self-regulatory authority. No governmental authority has passed on the merits of any offering of interests in the Fund or the adequacy of the information contained herein. Any representation to the contrary is unlawful.

This presentation is being provided on a confidential basis solely for the information of those persons to whom it is given. The materials, including the information contained herein, may not be copied, reproduced, republished, posted, transmitted, distributed, disseminated or disclosed, in whole or in part, to any other person in any way without the prior written consent of Oaktree. By accepting this presentation, you agree that you will comply with these confidentiality restrictions and acknowledge that your compliance is a material inducement to Oaktree providing this presentation to you.

U.S. securities laws (and the securities laws of certain non-U.S. jurisdictions) prohibit any person who has received material non-public information about a company from purchasing or selling securities of such company or from communicating such information to any other person when it is reasonably foreseeable that such other person is likely to purchase or sell such securities in reliance upon such information. By accepting this presentation, you acknowledge that this presentation may contain material, non-public information concerning Oaktree Capital Group, LLC or its securities and you agree not to trade in the securities of Oaktree Capital Group, LLC if you are in possession of material non-public information concerning Oaktree Capital Group, LLC unless such trading is permitted by applicable law.

The information contained herein is unaudited and is being shared with you to help you obtain a better understanding of the investments and performance of the Fund. Oaktree makes no representation or warranty regarding the accuracy or completeness of the information contained herein or whether it will assist you in connection with your due diligence.

This presentation is being provided by OCM® Investments, LLC (Member FINRA), a subsidiary of Oaktree. All inquiries regarding the Fund should be directed to a marketing representative of OCM Investments, LLC.

OCM Investments, LLC

333 S. Grand Avenue, 28th Floor
Los Angeles, CA 90071
Tel: +1 213 830 6300

1301 Avenue of the Americas, 34th Floor
New York, NY 10019
Tel: +1 212 284 1900

CONTRA COSTA COUNTY EMPLOYEES' RETIREMENT ASSOCIATION

OAKTREE REAL ESTATE OPPORTUNITIES FUND VII, L.P.

SEPTEMBER 17, 2014

Table of Contents

1 | Executive Summary

OAKTREE

Executive Summary – Real Estate Opportunities Fund VII

FORMED TO EXPLOIT SELECT REAL ESTATE DISLOCATION…	• $1.4 trillion of U.S. commercial real estate debt maturing through 2017 • Large supply of zombie real estate assets, particularly in secondary markets • $800 billion of impaired residential debt outstanding • Growing supply of real estate opportunities in Europe driven by €600 billion of gross legacy non-core real estate assets on banks' balance sheets
…WITH AN OPPORTUNISTIC INVESTMENT APPROACH	• Pursue six areas of investment focus across evolving segments of illiquidity • Employ geographic focus to enhance local market knowledge and relationships • Identify price discounts relative to intrinsic value to exploit the gap between fundamentals and investor perception • Mitigate downside risk through discounted equity/debt recapitalizations and off-market transactions
MANAGED BY A HIGHLY EXPERIENCED INVESTMENT TEAM…	• 42 professionals[1] directed by portfolio manager, John Brady • Led by 14 managing directors averaging more than 20 years of investment experience • Characterized by a strong reputation for reliability and integrity leading to significant repeat business and referrals • Enhanced by Oaktree's multi-disciplinary capabilities and global reach
…WITH AN ESTABLISHED TRACK RECORD[5]	• $12.3 billion of investments since crisis trough made at purchase prices averaging 46% of peak valuation[2] • $6.1 billion of realizations and $3.1 billion of refinancings[2] • 33% realized and 19% unrealized gross investment-level IRRs[3] • 95:1 profit-to-loss ratio for funds whose investments were led by John Brady[4]

As of June 30, 2014, unless otherwise noted
Source: Trepp, LLC

1 *As of August 26, 2014.*

2 *Investments include $10.2 billion of equity deployed in Real Estate team-led transactions across all Oaktree-managed funds and $2.1 billion of investments for Legacy CMBS Fund, of which $1.1 billion was cross-collateralized fund-level leverage since September 2008. "Peak value" represents Oaktree's estimate of the highest historical value for an asset. In most cases this reflects the prior owners' capitalization or cost basis in the asset or the highest appraised value of real estate (generally from 2006 or 2007).*

3 *Excludes Legacy CMBS Fund, which is a fully realized fund with a gross investment-level IRR of 29.0%. See "Oaktree's Real Estate Track Record" section of the brochure for the historical net fund-level IRRs and track record of the entire Real Estate team. Because carried interest allocated to the general partners of the Real Estate Funds is not calculated on an investment-by-investment basis, comparable net investment-level IRRs are not available. See "Oaktree's Real Estate Track Record" portion of the Appendix for full track record.*

4 *Includes investments for the Legacy CMBS Fund, AROF, ROF IV, ROF V, ROF VI and Remington.*

5 *See "Performance Disclosures" section of the Appendix for performance related information and disclosures.*

2 | Oaktree Overview

OAKTREE

Oaktree Overview – Profile

- Founded April 1995
- Invests in less efficient and alternative markets
- $91.1 billion in assets under management across highly synergistic investment platforms
- Eight Principals and over 800 staff members, with ownership held by senior personnel who comprise one-fourth of the Company
- Offices in 16 cities in 12 countries:

United States:	Los Angeles (headquarters), New York and Stamford (Connecticut)
Europe & Middle East:	Amsterdam[1], Dubai, Dublin[1], Frankfurt, London, Luxembourg[1] and Paris
Asia:	Beijing, Hong Kong, Seoul, Shanghai, Singapore and Tokyo

As of June 30, 2014

[1] *Office of affiliates of Oaktree-managed funds.*

Oaktree Overview – Asset Breakdown

INVESTMENT AREAS

Assets ($ in millions)

CORPORATE DEBT

U.S. High Yield Bonds	$13,268
Global High Yield Bonds	7,196
European High Yield Bonds	638
U.S. Senior Loans	6,759
European Senior Loans	2,326
Strategic Credit	2,264
Mezzanine Finance	2,098
European Private Debt	892
Subtotal	**$35,441**

CONVERTIBLE SECURITIES

U.S. Convertibles	$5,240
Non-U.S. Convertibles	2,984
High Income Convertibles	1,067
Subtotal	**$9,291**

DISTRESSED DEBT

Distressed Opportunities	$19,066
Value Opportunities	2,011
Emerging Markets Opportunities	892
Subtotal	**$21,969**

CONTROL INVESTING

Global Principal	$5,773
European Principal	6,431
Asia Principal	410
Power Opportunities	1,339
Subtotal	**$13,953**

REAL ESTATE

Real Estate Opportunities	**$5,815**
Real Estate Debt	917
Subtotal	**$6,732**

LISTED EQUITIES

Emerging Markets Equities	$2,947
Emerging Markets Absolute Return	244
Value Equities	350
Japan Opportunities	162
Subtotal	**$3,703**
Total	**$91,089**

CLIENTS

	Assets ($ in millions)	% of Assets
Public Funds	$25,065	27%
Corporate Pensions	16,026	18
Sub-Advisory – Mutual Funds	8,326	9
Insurance Companies	7,274	8
Corporate	7,192	8
Sovereign Wealth Funds	6,670	7
Endowments/Foundations	6,360	7
Oaktree and Other	5,400	6
Private – HNW/Family Office	5,350	6
Fund of Funds	1,824	2
Unions	1,602	2
Total	**$91,089**	**100%**

INVESTMENT STRUCTURE

	Assets ($ millions)
Open-end	$37,980
Closed-end	**48,162**
Evergreen	4,947
Total	**$91,089**

As of June 30, 2014

Investment Philosophy

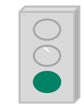
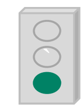
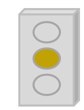
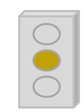
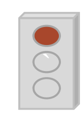
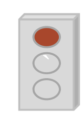
THE PRIMACY OF RISK CONTROL	"Avoid the losers and the winners will take care of themselves"
EMPHASIS ON CONSISTENCY	A superior record is best built on a high batting average rather than great successes that outweigh dismal failures
IMPORTANCE OF MARKET INEFFICIENCIES	It is only in less-efficient markets that hard work and skill are likely to produce superior returns
BENEFITS OF SPECIALIZATION	Our team members' long-term experience gives us a substantial advantage
MACRO-FORECASTING NOT CRITICAL TO INVESTING	A bottom-up value approach to investing is most productive
DISAVOWAL OF MARKET TIMING	Bargains are purchased without reliance on guesses about the market's future direction

All of Oaktree's strategies operate pursuant to an investment philosophy that has remained unchanged since our founding in 1995

3 | Oaktree Real Estate Overview

OAKTREE

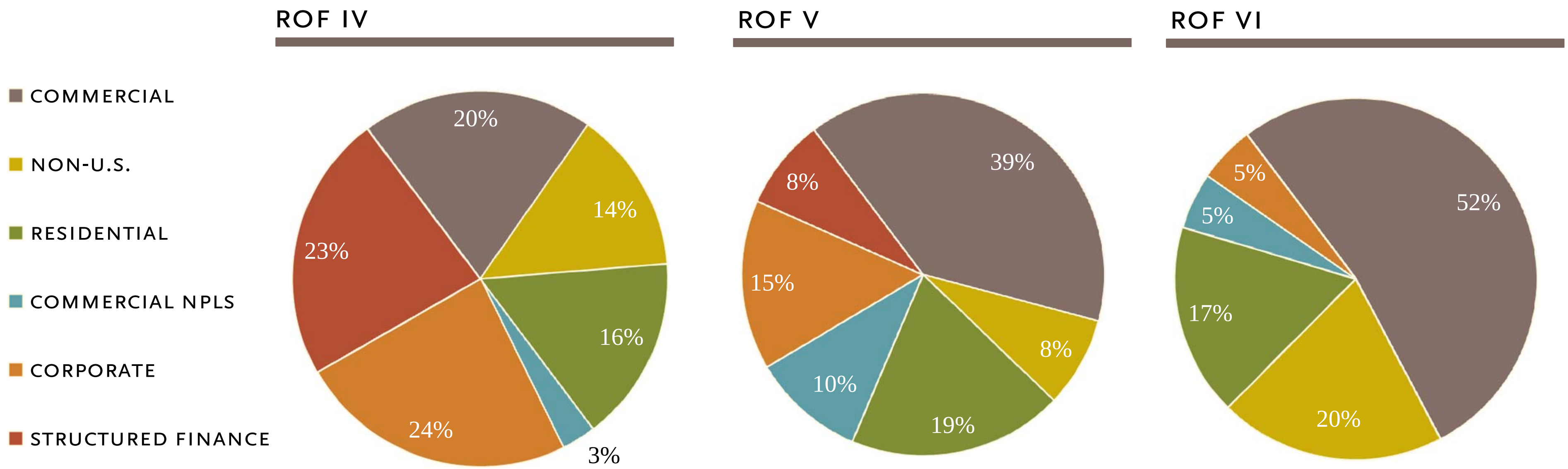
Six Areas of Investment Focus

FOCUS	STRATEGY	OUTLOOK
COMMERCIAL	• Acquire distressed real estate assets and recapitalize borrowers at discounts to peak value • Implement value-add asset management through asset repositioning strategies and execution of leasing/business plans • Harvest healthy cash-on-cash returns and exit stabilized assets	
NON-U.S.	• Pursue primarily commercial transactions in non-U.S. jurisdictions • Europe: emphasize commercial opportunity and non-performing loans ("NPLs") • Asia: focus on micro dislocations in Japan and Korea and position for credit dislocation in China	
RESIDENTIAL	• Acquire NPL pools at deep discounts to current home values, employ a range of collaborative workouts and securitize a critical mass of loan pools • Partner with land developers and homebuilders in strong markets – Small-scale, in-fill programs	
COMMERCIAL NPLS	• Focus on smaller portfolios, proprietary transactions and strategic opportunities with banks and special servicers • Leverage existing staff of over 165 professionals at Sabal Financial to service, asset manage and securitize assets[1]	
CORPORATE	• Focus on limited proprietary off-market opportunities, including illiquid companies and platform build-ups	
STRUCTURED FINANCE	• Focus on volatility by purchasing during periods of illiquidity and selling during periods of excessive momentum • Leverage Oaktree's proprietary CMBS loan database and analytical infrastructure to capitalize on pooled and individual loan opportunities	

As of June 30, 2014

[1] *Sabal currently provides services to real estate and other Oaktree funds. Oaktree owns a 50% interest in Sabal's U.S. business and will own 90% of Sabal's European business, but does not profit from amounts paid by our funds to Sabal. Please refer to the PPM for additional information.*

Highly Diversified Portfolios through Evolving Market Cycle



	ROF IV	ROF V	ROF VI
Commencement of Operations	2008	2011	2012
Committed Capital	$450 million	$1.3 billion	$2.7 billion
Invested Capital	$788 million[1]	$1.9 billion[1]	$2.4 billion
Price as % of Peak Value	41%	49%	53%
Loss Ratio[2]	2%	0%	0%
Number of Deals	58	86	80
Average Invested Capital[3]	$14 million	$22 million	$29 million

As of June 30, 2014

Note: Investment category allocations reflect aggregate invested capital less any financing proceeds received within the first year of acquisition for each fund from inception through June 30, 2014.

1 *The total invested capital exceeds the total committed capital of the fund because the fund has the ability to (i) reinvest proceeds from realized investments during its investment period and (ii) make certain "follow-on" investments after its investment period with proceeds from realized investments.*

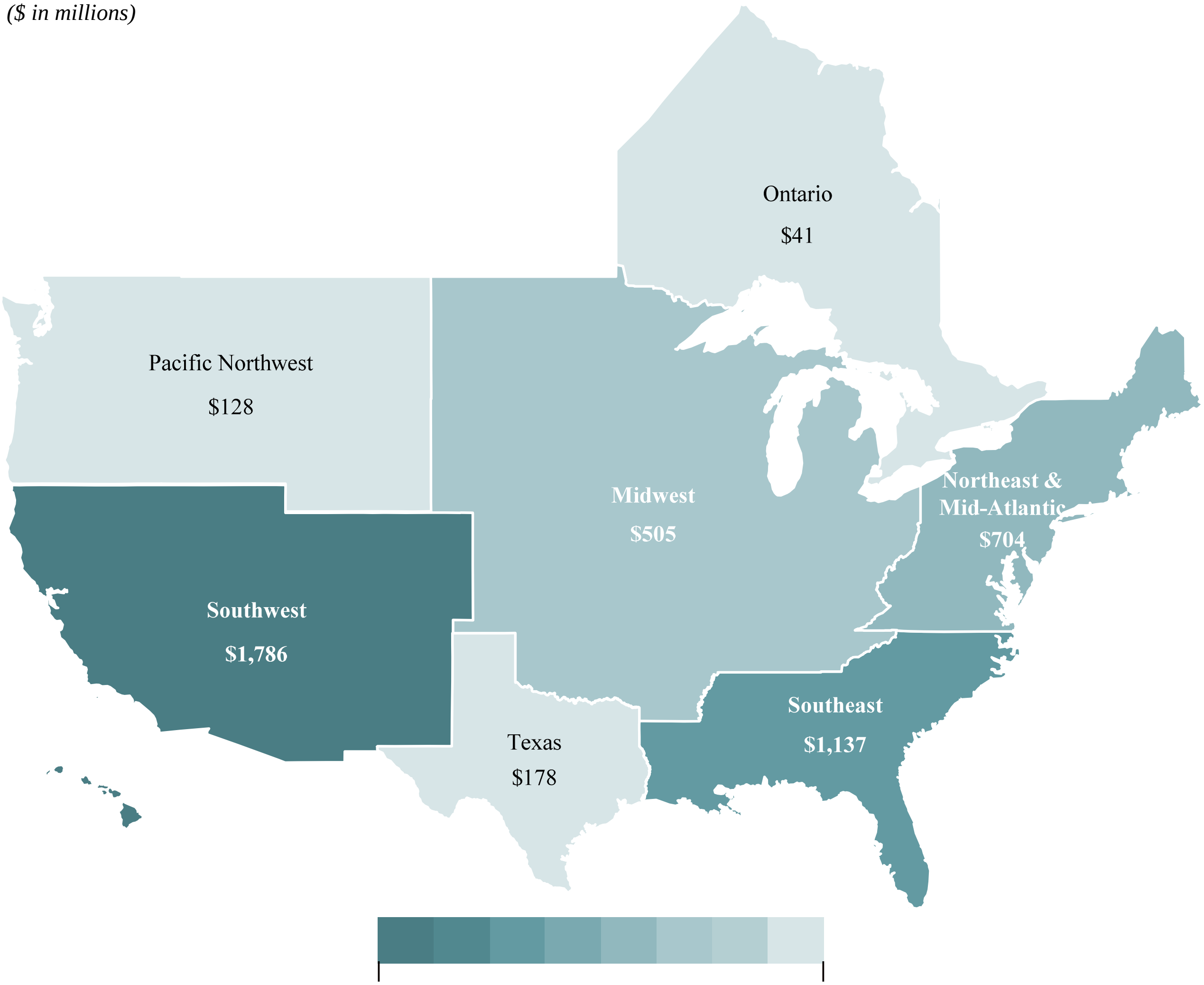
2 *Represents total realized and unrealized losses excluding forward contracts, divided by invested capital.*

3 *Excludes the impact of post-close financing and securitization.*

Diversified Assets across Regions

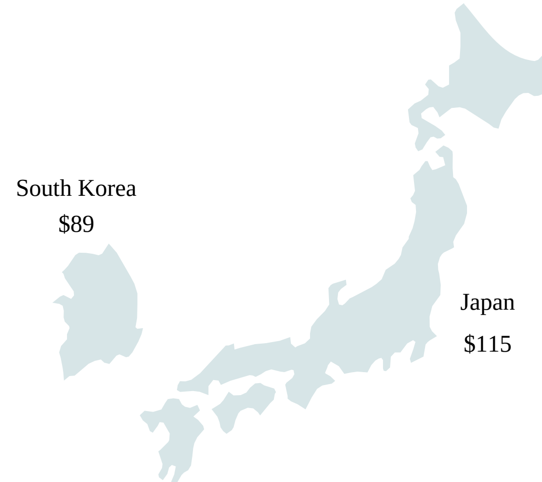
UNITED STATES AND CANADA (EXCLUDING $2.5 BILLION OF U.S. CMBS)

($ in millions)



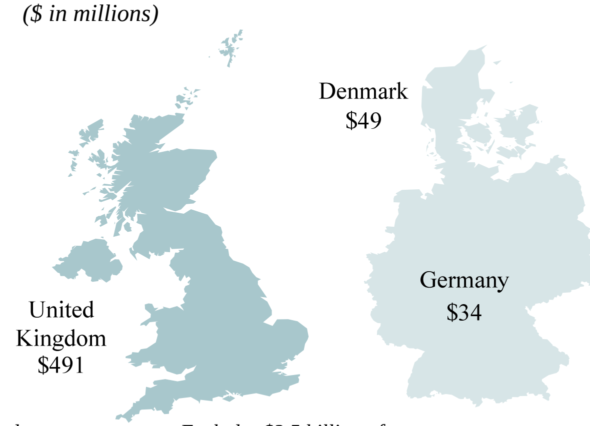
ASIA

($ in millions)



EUROPE

($ in millions)



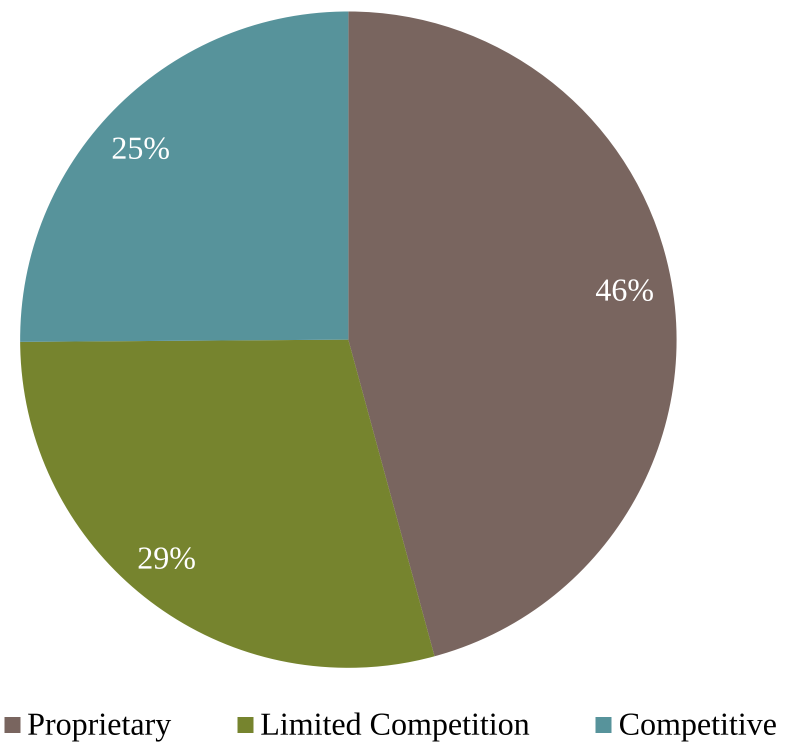
As of June 30, 2014

Maps present the aggregate gross invested capital for all real estate investments made in AROF, ROF IV, ROF V, Remington Account, ROF VI, REDF and a related separate account. Excludes $2.5 billion of investments made by the Legacy CMBS Fund, ROF IV, ROF V and Remington Account.

Preferred Access to Deal Flow and Loyal Relationships

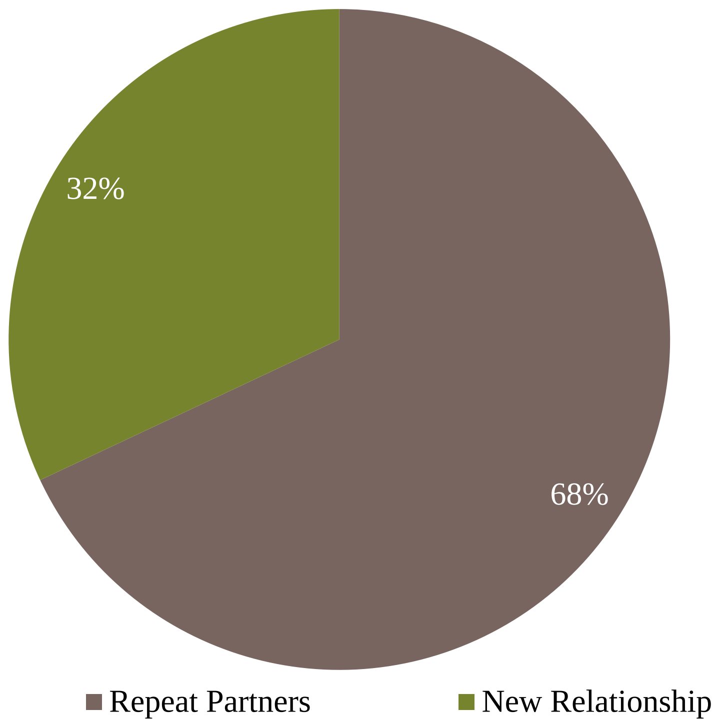
EXCLUSIVE ACCESS TO DEAL FLOW[1]

(% of total invested capital)



RELATIONSHIP DRIVEN OPPORTUNITIES[1]

(% of total invested capital)



Disciplined and highly selective investment process
(current team closed on less than 5% of all opportunities reviewed)

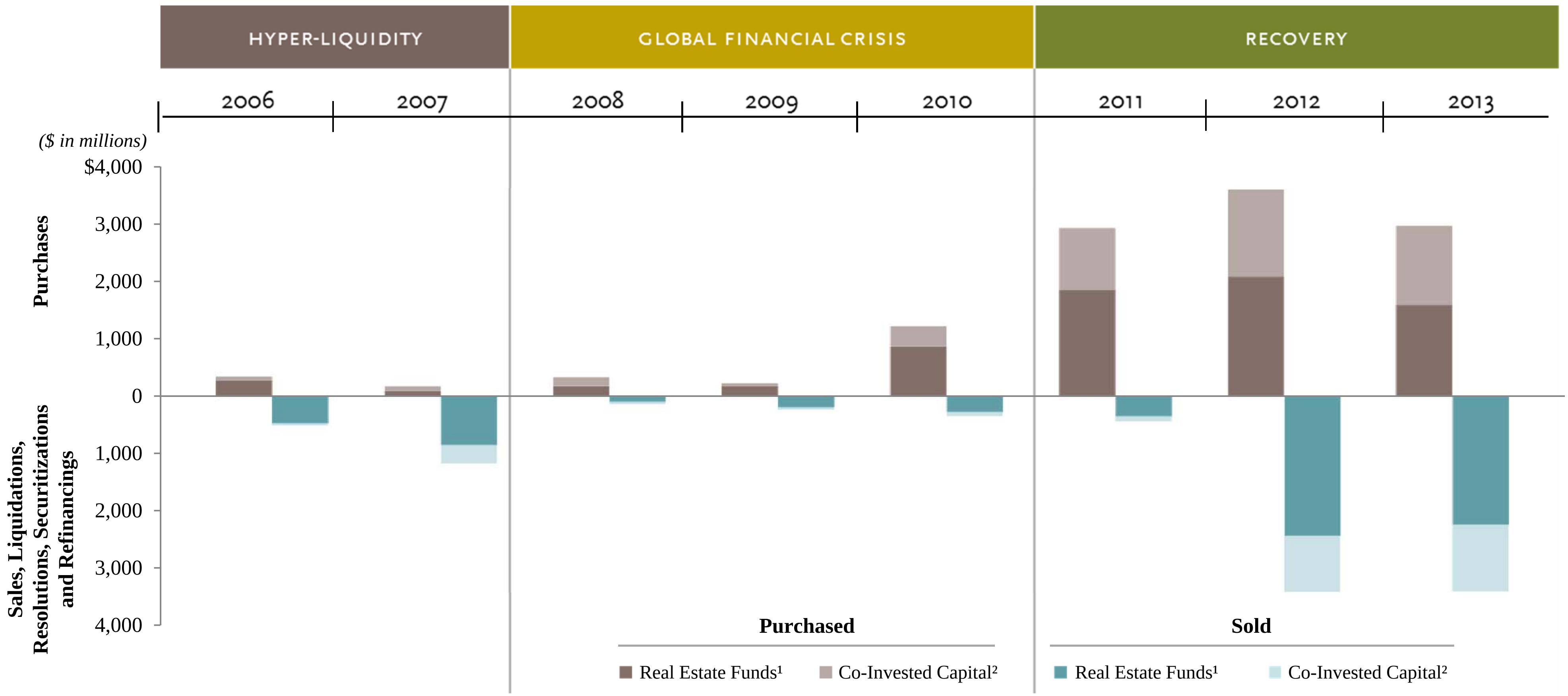
As of June 30, 2014
Note: Because a majority of our CMBS and loan portfolio purchases are sold through an auction process, they are typically categorized as competitive, even though the universe of qualified bidders is limited.
[1] Represents total invested capital for ROF IV, ROF V, Remington Account and ROF VI.

(This page has been left blank intentionally.)

4 | Oaktree's Real Estate Track Record

OAKTREE

Disciplined Approach Over Last Eight Years



Oaktree's Real Estate team has led the deployment of $12.3 billion of capital and the realization of $9.2 billion since the Global Financial Crisis[3]

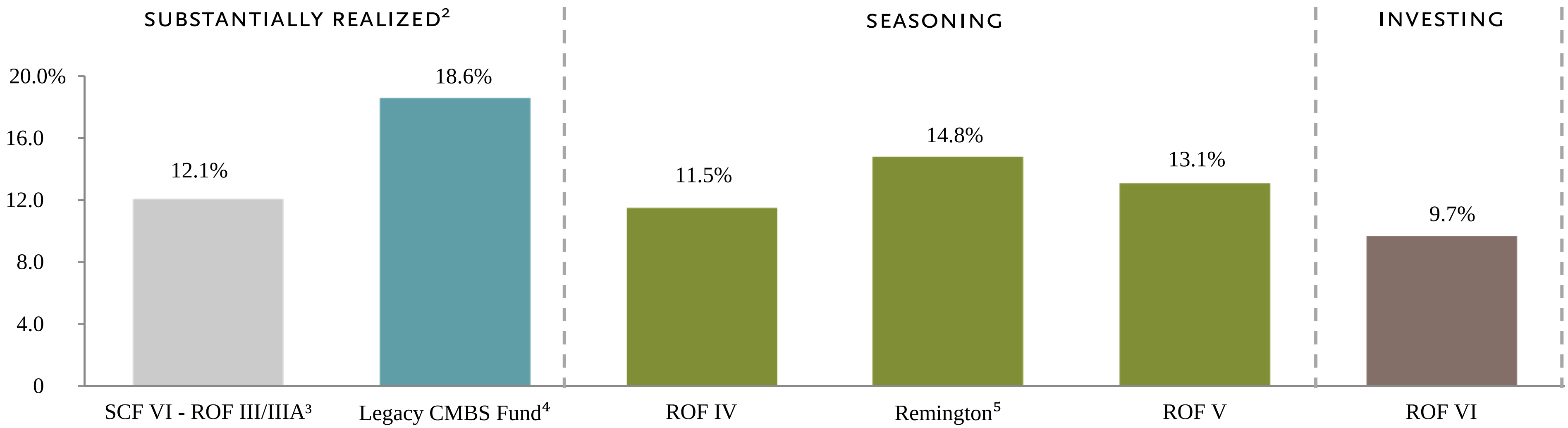
[1] *Includes purchase and sale activity through December 31, 2013 for the following funds: ROF A, ROF B, ROF II, ROF III/IIIA, ROF IV, Remington Account, ROF V, ROF VI, AROF, Legacy CMBS Fund, REDF and all related separate accounts.*

[2] *Includes transactions through December 31, 2013 which the Real Estate team led for other Oaktree-managed funds and co-investment vehicles.*

[3] *As of June 30, 2014. Capital deployed includes $10.1 billion of equity deployed in Real Estate team-led transactions across all Oaktree-managed funds and $2.1 billion of investments for Legacy CMBS Fund, of which $1.1 billion was cross-collateralized fund-level leverage. Realizations include $6.1 billion of asset sales and an additional $3.1 billion of refinancing/reinvestment proceeds.*

Established Track Record

NET FUND-LEVEL IRR[1]



	SCF VI - ROF III/IIIA[3]	Legacy CMBS Fund[4]	ROF IV	Remington[5]	ROF V	ROF VI
Commencement of Operations	1994-2003	2010	2008	2010	2011	2012
Committed Capital ($mm)	$2,266	$2,322	$450	$256	$1,283	$2,677
Net Fund-Level Multiple of Capital[6]	1.5x	1.3x	1.6x	1.6x	1.4x	1.1x
% Realized[7]	98.8%	100.0%	60.8%	57.0%	34.7%	2.1%
% Held at Cost[8]	0.0%	0.0%	0.0%	0.0%	13.2%	48.2%

As of June 30, 2014

See "Performance Disclosures" section of the Appendix for performance related information and disclosures

1 *Net Fund-Level figures are after management fees, expenses and actual or potential incentive allocation and reflect the returns/multiples of the unaffiliated limited partners.*

2 *Represents all funds that have realized 90% or more of investments. See footnote 7 below.*

3 *Consists of a roll-up of all net fund-level cash flows for the following funds: SCF VI, ROF A, ROF B, ROF II, ROF III/IIIA. See "Oaktree's Real Estate Track Record" portion of the Appendix for full track record.*

4 *Due to the structure of the Legacy CMBS Fund, the fund-level returns presented in this table are for a feeder fund and not for the Legacy CMBS Fund itself.*

5 *The Remington Account is a separate standalone account managed by Oaktree's Real Estate team.*

6 *Fund-Level Multiple of Capital is calculated as (NAV + Distributions) divided by Contributed Capital.*

7 *Represents total realized proceeds as a percentage of the total fair market value of the fund. Total realized proceeds excludes any proceeds for financing obtained after the initial investment.*

8 *Represents the current cost basis of investments still held at cost as a percentage of the remaining cost basis of the fund.*

Successful Realizations across Multiple Funds and Cycles

REALIZED INVESTMENTS

($ in millions)

Fund	# Realized[1]	Invested Capital[2]	Realized Proceeds	Gross Investment-level IRR[3]	Gross Multiple Of Invested Capital[4]
Before 2007					
SCF VI – ROF IIIA[5]	202	$4,101	$6,241	18%	1.5x
Since 2007					
ROF IV	36	371	542	38	1.5
Remington Account	15	145	206	24	1.4
Legacy CMBS Fund[6]	60	2,123	2,630	29	1.4
ROF V	13	189	266	25	1.4
ROF VI	--	n/a	n/a	n/a	n/a

As of June 30, 2014

See "Performance Disclosures" section in the Appendix for performance-related information and disclosures.

1 *Totals count cross-held deals as a single investment.*

2 *Represents total invested capital in fully realized investments.*

3 *Represents total gross investment-level IRR and does not include any fund-level fees or expenses. See "Established Track Record" section of the brochure for full track record.*

4 *Total realized proceeds divided by total invested capital in fully realized investments. Total invested capital increases when a fund reinvests proceeds from early realizations even if no additional fund commitments were required to make these investments. As a result, the investment-level multiple of capital may appear low on an aggregate basis relative to the fund-level multiple of capital.*

5 *Includes SCF VI, ROF A, ROF B, ROF II and ROF III/IIA. Gross investment-level IRR and multiple of capital represent a roll-up of all investment-level cash flows for fully realized investments. See "Oaktree's Real Estate Track Record" portion of the Appendix for full track record.*

6 *Legacy CMBS Fund returns reflect fund-level leverage of 50%.*

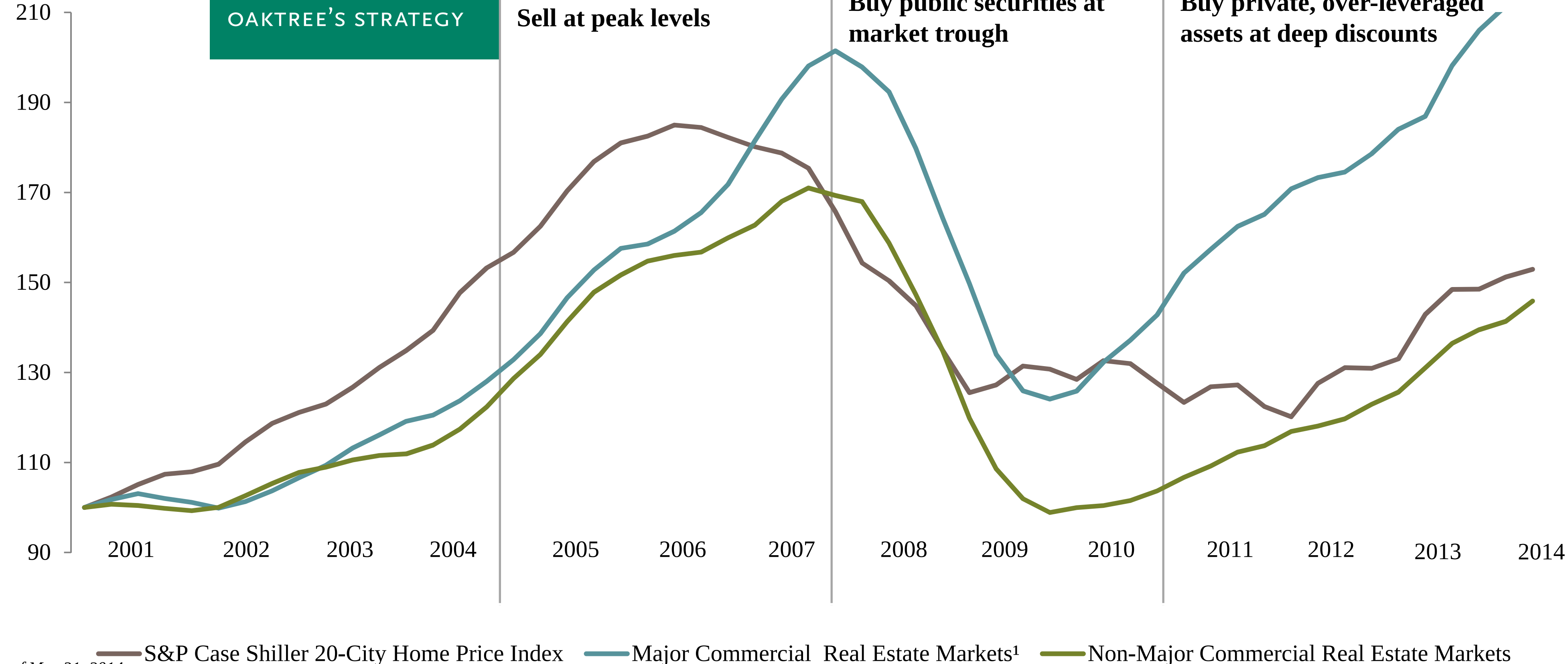
5 | Investment Environment

OAKTREE

Capitalizing on Opportunities through Cycles

	2005–07 HYPER-LIQUIDITY	2008–10 GLOBAL FINANCIAL CRISIS	2011–PRESENT RECOVERY
MARKET'S STRATEGY	Purchase at peak levels	Work out bad assets and survive	Buy core real estate
OAKTREE'S STRATEGY	**Sell at peak levels**	**Buy public securities at market trough**	**Buy private, over-leveraged assets at deep discounts**

(Indexed to 100)



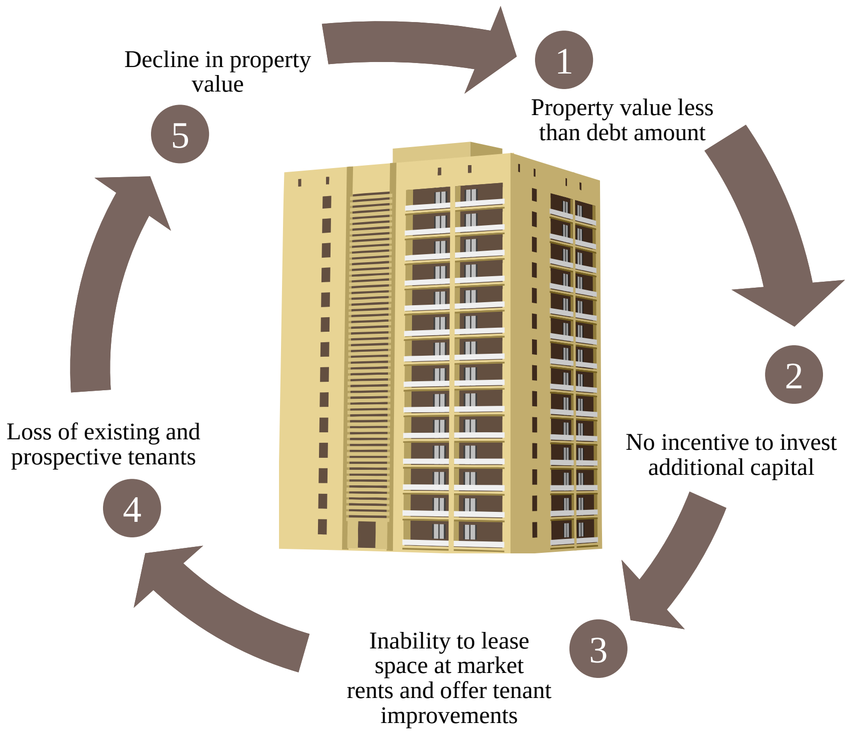
As of May 31, 2014

Source: RCA and Moody's Investors Service, LPS, Morgan Stanley, S&P Case-Shiller

[1] *Major Markets are the six gateway metropolitan areas: Boston, Chicago, Los Angeles, New York, San Francisco and Washington, D.C.*

Opportunity Drivers – Commercial

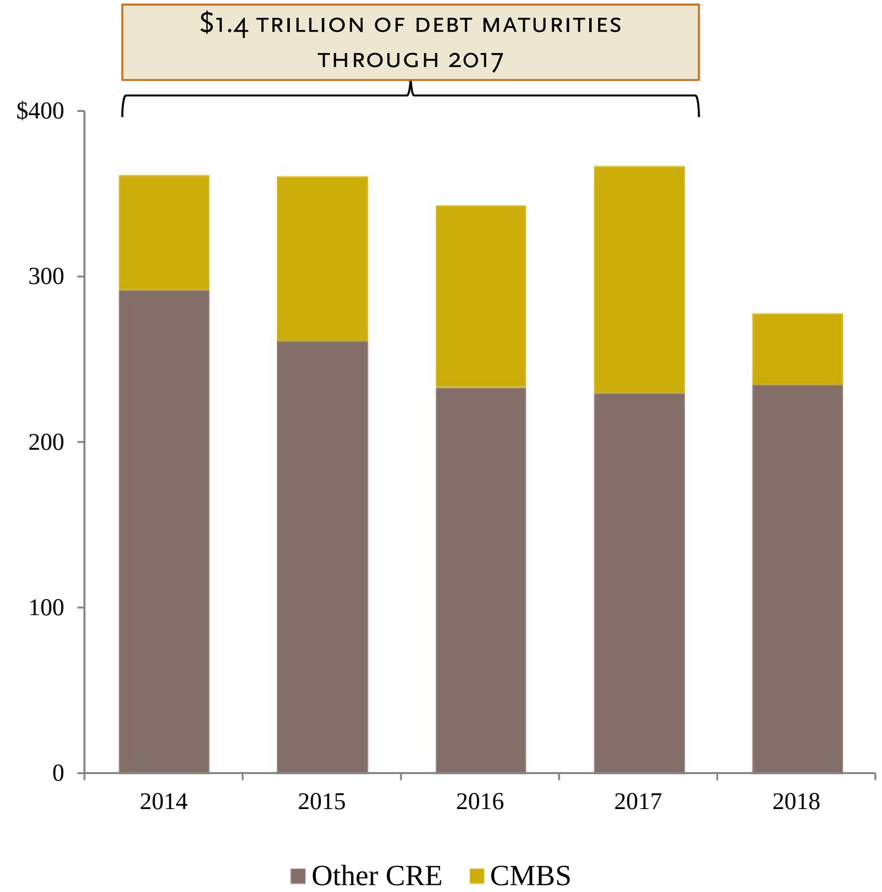
ZOMBIE REAL ESTATE



Over-leveraged and under-capitalized properties create a vicious cycle of value destruction

COMMERCIAL REAL ESTATE DEBT MATURITIES

($ in billions)

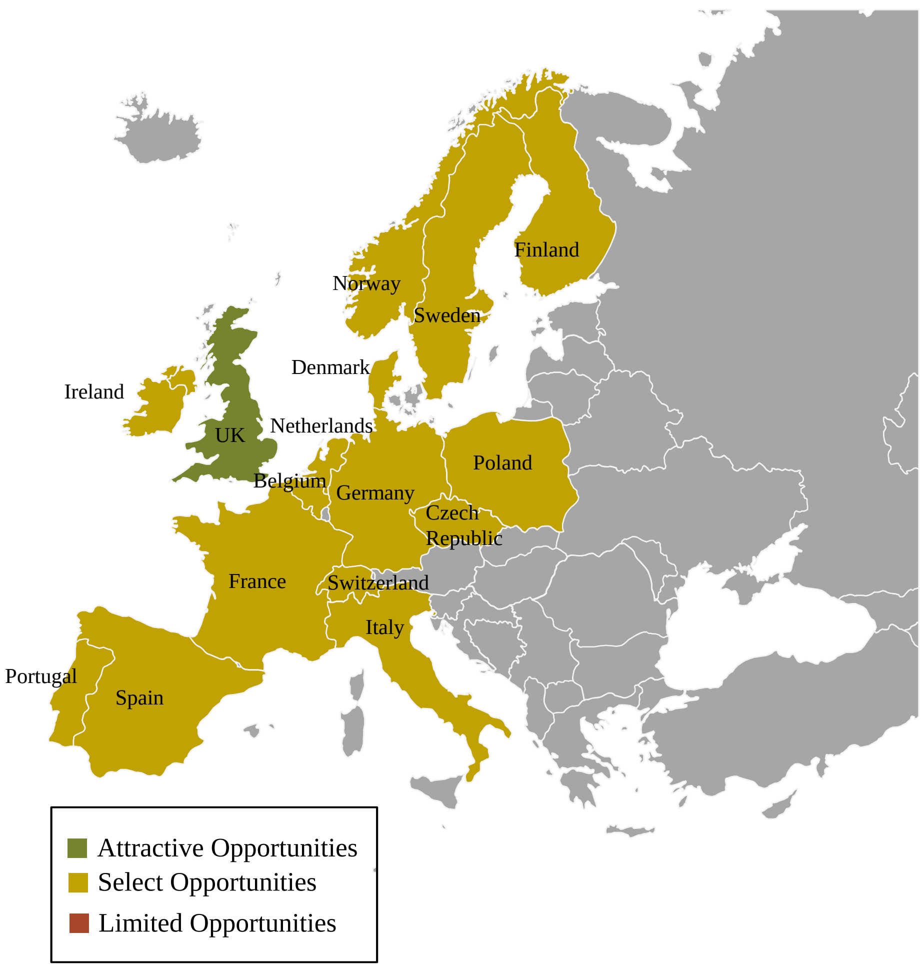


Asset underperformance and substantial debt maturities produce significant opportunities

As of March 31, 2014
Source: Trepp

State of the Market – Opportunity Drivers in Europe

OPPORTUNITY SET BY COUNTRY



- **United Kingdom**: significant increase in the volume of impaired loans being sold by banks and institutions, creating opportunities for those positioned to acquire NPL portfolios, recapitalize borrowers and acquire sound assets that have suffered from underinvestment
- **Germany**: stable economy; steady flow of legacy loan book sales, particularly by foreign lenders; opportunities to recapitalize over-levered borrowers, acquire secondary assets and fund CAPEX repositionings
- **Southern Europe**: uncertain economic outlook, albeit positive trends; significant amount of impaired real estate loans only beginning to hit market; large number of foreign closed-end funds who need to liquidate; limited financing availability constraining most buyers; low but improving levels of liquidity
- **Nordics**: healthy economies; abundant pools of domestic capital; some opportunities to acquire legacy loan portfolios and neglected zombie real estate
- **France & Benelux**: uncertain economic outlook; arduous laws for foreign investors seeking to acquire loans or local real estate
- **Central Europe**: stable and growing economies; more limited opportunities to buy legacy loans or recap foreign borrowers who came in at the top of the market

As of June 30, 2014

State of the Market – Opportunity Drivers in Asia

ASIA: OPPORTUNITY SET BY COUNTRY

- Real GDP growth, growing consumer demand and stable unemployment rates point to economic resilience in the region. While still export-dependent, Asia remains a long-term growth story with pockets and intervals of dislocation
- **China**: increasing reliance on shadow banking suggests the real estate industry could be vulnerable to liquidity shocks
- **Japan**: re-inflationary policies of "Abenomics" produced positive short-term benefits, including a strengthening real estate market in Tokyo. Japan still needs to deliver structural reforms to sustain long-term growth
- **Korea**: export dependence remains a key issue; softness in domestic construction sector may lead a wave of second-tier multi-nationals to restructure
- **Southeast Asia and India**: undeveloped markets and legal systems and lack of transparency translates to unattractive risk/reward profile
- **Australia**: too much capital, too competitive

As of June 30, 2014

Opportunity Drivers – Residential

U.S. HOUSING STARTS

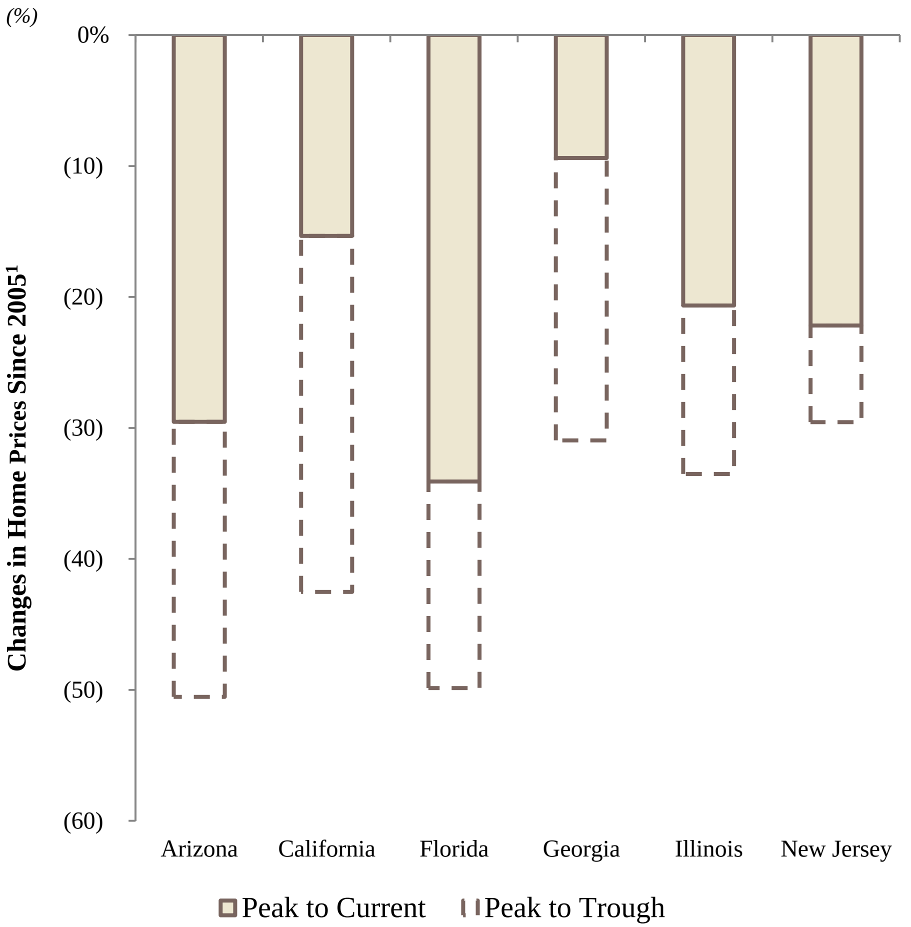
($ in thousands)

Housing starts remain near 70-year lows, despite significant population growth and historically low interest rates

As of December 31, 2013
Source: U.S. Census Bureau

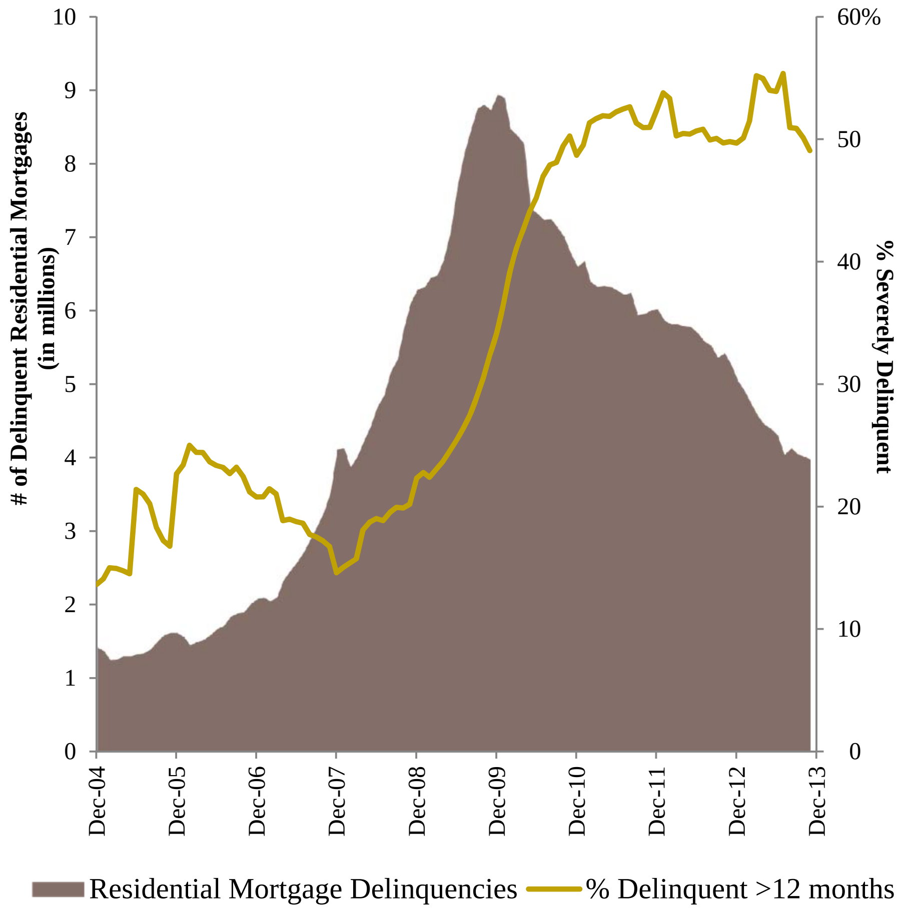
Opportunity Drivers – Residential

HOME PRICE DECLINE AND RECOVERY VARY BY MARKET



As of June 30, 2014

DISTRESSED MORTGAGE LOAN INVENTORY[2]



As of December 31, 2013

Source: Corelogic, LPS, Morgan Stanley

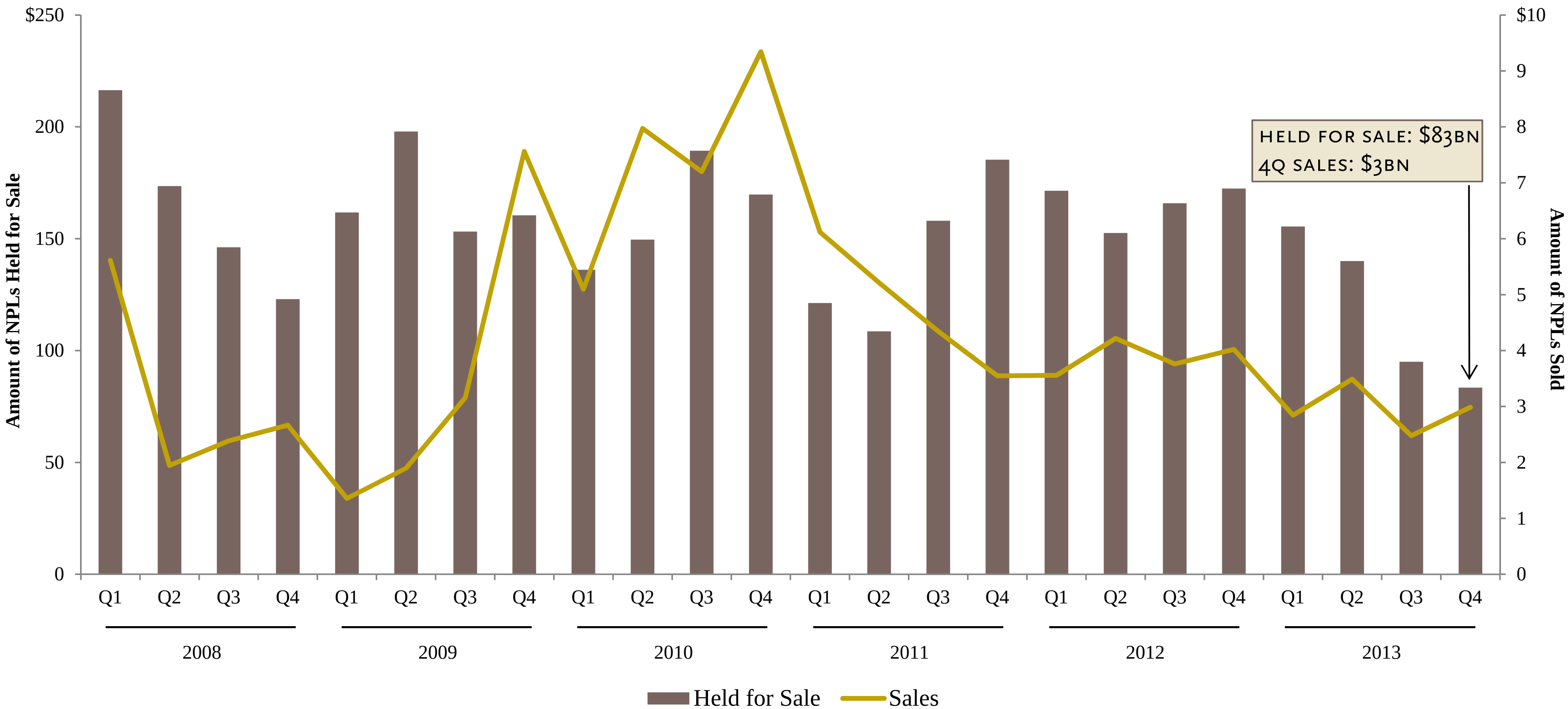
[1] *Peak is defined as 2006. The year in which states hit their trough varied, with Arizona and Florida in 2011, California, Georgia and New Jersey in 2012, and Illinois in 2013.*

[2] *Represents the total number of U.S. homes in different states of delinquency foreclosure or REO.*

Opportunity Drivers – Commercial NPLs

BANKS' ACTIVITY WITH NPLS[1]

($ in billions)



While outstanding NPLs are decreasing, potential supply is still significant

As of December 31, 2013
Source: SNL Financial

[1] *All nonaccrual asset figures displayed may include assets guaranteed by the U.S. government. Limited to top-tier consolidated bank holding companies and thrift holding companies, based on data reported in Federal Reserve Y-9C bank regulatory filings. Does not include savings institutions.*

6 | Summary Term Sheet

OAKTREE

Summary Term Sheet

Term	Description
Fund Name	Oaktree Real Estate Opportunities Fund VII, L.P., a Cayman Islands exempted limited partnership
Investment Period	4 years
Fund Term	10 years (subject to extension)
Management Fee	1.50%
Preferred Return	8%
GP Carried Interest	20% with catch-up
Ancillary Cash Fees	100% applied to reduce management fees and carried interest
General Partner	Oaktree Real Estate Opportunities Fund VII GP, L.P.
Investment Manager	Oaktree Capital Management, L.P.
GP Capital Commitment	Greater of $20 million or 2.5% of aggregate capital commitments to the Fund; provided that the aggregate capital commitments of the GP and its affiliates will not be required to exceed $100 million
Feeder Fund	Oaktree Real Estate Opportunities Fund VII (Feeder), L.P., a Cayman Islands exempted limited partnership

Appendices

OAKTREE

Appendix I: Real Estate Team Organization Chart

John Brady
Managing Director and Portfolio Manager

U.S.

LOS ANGELES

- **Ambrose Fisher** — *Managing Director*
- **Mark Jacobs** — *Managing Director*
- **Cary Kleinman** — *Managing Director*
- **Ryan Delaney** — *Head of Asset Management, Senior Vice President*
- **Jared Lazarus** — *Vice President*
- **Brad Weinberg** — *Asset Management, Vice President*
- **David Buck** — *Associate*
- **John Lee** — *Associate*
- **Justin Guichard** — *Managing Director*
- **Jason Keller** — *Managing Director*
- **Derek Smith** — *Managing Director*
- **Taejo Kim** — *Senior Vice President*
- **Warren Min** — *Vice President*
- **Samuel Averbach** — *Associate*
- **Don Kim** — *Associate*
- **Heecheol Pak** — *Associate*

NEW YORK

- **Keith Gollenberg, CFA** — *Managing Director*
- **Phil Hofmann** — *Managing Director*
- **Todd Liker** — *Managing Director*
- **Amy Johannes** — *Senior Vice President*
- **Raymond Gong** — *Vice President*
- **Diana Fedorova** — *Associate*
- **Bianca Tomkoria** — *Associate*
- **Jimmy Zhan** — *Associate*

EUROPE

LONDON

- **Benjamin Bianchi** — *Managing Director*
- **David Snelgrove** — *Senior Vice President*
- **Alexander Mackenzie** — *Vice President*
- **Anindya Dutta** — *Associate*
- **Pablo Granell Peris** — *Associate*
- **Manish Desai** — *Managing Director*
- **Jeffrey Chalmers** — *Vice President*
- **Callum Thorneycroft** — *Asset Management, Vice President*
- **Nicolas Massiere** — *Associate*
- **Nick Bruce** — *Analyst*

ASIA

TOKYO

- **Toshi Kuroda** — *Managing Director*
- **Hideya Takahashi** — *Vice President*

HONG KONG

- **Yi Zhang, CFA** — *Senior Vice President*
- **Jenny Li** — *Vice President*

SEOUL

- **Steve Choi** — *Managing Director*
- **Andrew Lee** — *Senior Vice President*
- **Rachel Park, CPA** — *Senior Vice President*
- **Andie Shin** — *Associate*

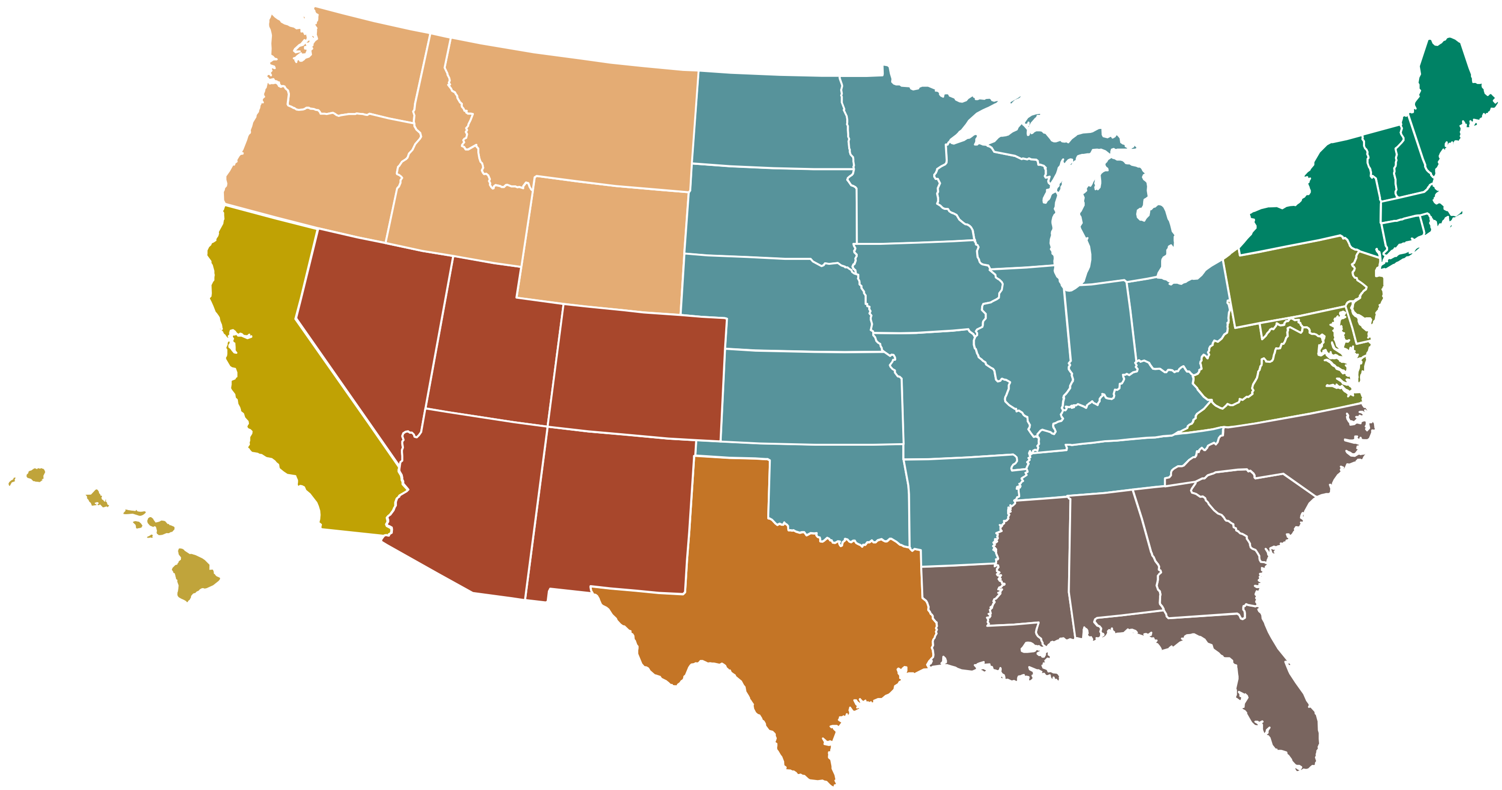
ADDITIONAL RESOURCES

- **OAKTREE LEGAL** — *16 attorneys*
- **OAKTREE TRADING** — *4 professionals*
- **BELLWETHER ASSET MANAGEMENT** — *10 professionals*
- **SABAL FINANCIAL** — *over 165 professionals*

As of August 26, 2014

Appendix I: Senior Real Estate Team U.S. Regional Expertise

Name, Title, Years of Experience	Region
Ambrose Fisher *Managing Director* 24 years	Southwest, California & Hawaii
Keith Gollenberg *Managing Director* 33 years	Mid-Atlantic
Phil Hofmann *Managing Director* 22 years	Midwest, Northeast
Mark Jacobs *Managing Director* 21 years	Pacific Northwest, Southwest, California & Hawaii
Todd Liker *Managing Director* 19 years	Midwest, Southeast
Amy Johannes *Senior Vice President* 12 years	Northeast, Southeast, Texas
Taejo Kim *Senior Vice President* 12 years	Southwest, California & Hawaii
Raymond Gong *Vice President* 9 years	Midwest, Northeast, Mid-Atlantic
Jared Lazarus *Vice President* 10 years	Texas, Southwest, California & Hawaii



Pacific Northwest | Midwest | Northeast | Mid-Atlantic
Southeast | Texas | Southwest | California & Hawaii

As of June 30, 2014

Appendix II: Asset Management Process

DEAL TEAMS AND ASSET MANAGEMENT TEAM WORK COLLABORATIVELY WITH OUR PARTNERS TO PRO-ACTIVELY ADD VALUE TO INVESTMENTS

ONBOARDING & SETUP

- Standard onboarding templates
- Set up information flow between deal team, partners and internal resources
- Onboard debt positions to loan servicing software
- Data management processes
- Document management system

ASSET & PORTFOLIO MANAGEMENT

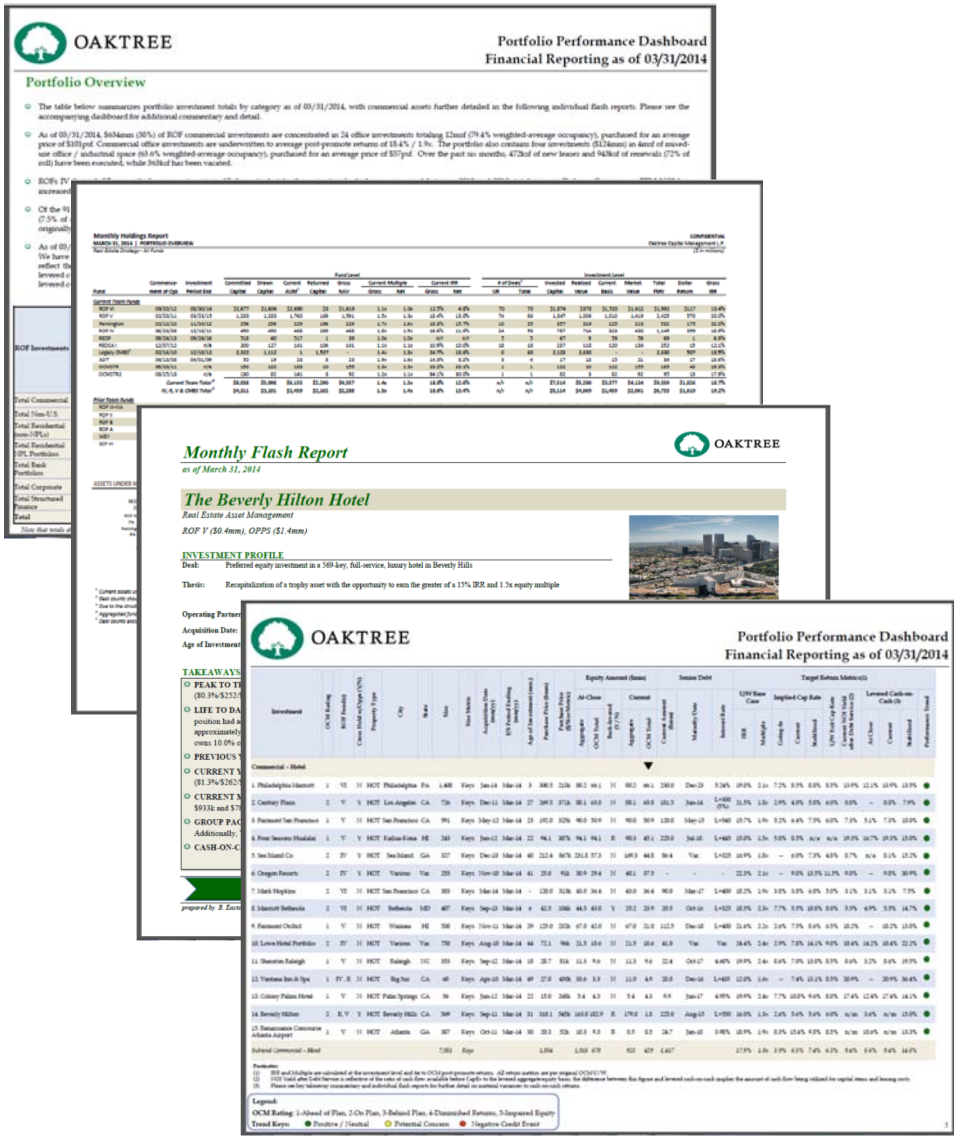
- Review and approve budgets, business plans, leases and capital projects
- Collaborate with operating partners, brokers and servicers
- Lead hands-on, value-add asset management strategies proactively
- Highly involved in day-to-day and strategic decisions
- Analyze and report on investment and property-level performance on a monthly basis
- Track execution of business plans and market fundamentals
- Identify opportunities and risks

EXIT & REALIZATION

- Optimize capital structure
- Execute capital markets strategy
- Develop disposition strategy
- Complete sale in an effort to maximize returns
- Capitalize on extensive experience in distressed real estate loan restructuring, bankruptcy expertise and the workout of underperforming assets

CRADLE-TO-GRAVE ASSET AND RISK MANAGEMENT

Appendix II: Risk Management Analytics



<table>
<tr><th>MONTHLY</th><th>QUARTERLY</th></tr>
<tr><td colspan="2">PORTFOLIO LEVEL</td></tr>
<tr><td>Monthly Holdings Report
• Top down portfolio overview
• Portfolio-level stratifications
• Fund-level holdings in detail
• Fund-level concentrations
• Asset Management tools
Portfolio Performance Dashboard
• Summary of asset performance by property type
• Key performance indicators</td><td>Quarterly Valuations Overview
• Re-forecasted fund-level valuations and return metrics
Investment Performance Summary
• One-page fund-level performance update</td></tr>
<tr><td colspan="2">ASSET LEVEL</td></tr>
<tr><td>Monthly Flash Report
• Quantitative review of asset performance
• Qualitative review of investment and partner performance
• Status updates on asset management initiatives
• Key takeaways and recommendations
• Conclusion on Oaktree performance rating</td><td>Quarterly Valuations
• Re-forecasted asset-level valuations and return metrics
Investment Performance Summary
• One-page asset-level performance update</td></tr>
</table>

Appendix III: Oaktree's Real Estate Track Record

($ in millions)

	Real Estate Investment Funds [1,2]									
	Substantially Realized[3]						Seasoning			Investing
	SCF VI	ROF A	ROF B	ROF II	ROF III/IIIA[4]	Legacy CMBS Fund[5]	ROF IV	Remington[6]	ROF V	ROF VI[7]
Commencement of Operations	August 1994	February 1996	March 1997	December 1998	October 2002	February 2010	June 2008	February 2010	February 2011	September 2012
Committed Capital	$505.5	$303.7	$285.5	$463.5	$707.3	$2,321.6	$450.4	$256.3	$1,283.0	$2,677.2
Paid-in Capital	505.5	303.7	285.5	440.3	$707.3	1,111.8	450.4	$256.3	1,283.0	1,874.1
Gross Investment-level Profit[8]	684.8	267.6	188.9	292.9	678.1	507.4	394.5	171.6	646.7	253.1
Gross Investment-level IRR	23.2%	11.8%	9.2%	17.3%	18.2%	29.0%	19.5%	20.5%	20.0%	19.5%
Gross Fund-level IRR	21.1%	10.5%	8.2%	15.2%	15.6%	24.7%	17.1%	17.3%	18.5%	18.3%
Gross Fund-level Multiple of Capital[9]	2.4x	1.9x	1.7x	1.7x	2.0x	1.4x	1.9x	1.6x	1.5x	1.1x
Net Fund-level IRR	17.4%	8.4%	7.1%	11.1%	11.6%	18.6%	11.5%	14.8%	13.1%	9.7%
Net Fund-level Multiple of Capital[9]	2.1x	1.7x	1.6x	1.5x	1.7x	1.3x	1.6x	1.6x	1.4x	1.1x
Distributed Capital as a Percentage of Paid-in Capital	208.1%	165.2%	159.4%	148.2%	160.7%	132.1%	59.7%	76.6%	20.0%	0.2%

As of June 30, 2014

1 *This table excludes performance results for trusts and separate accounts related to ROF A, ROF B, ROF II, ROF III/IIIA, ROF IV, ROF V, ROF VI; however, the returns for each associated entity are similar to the results for the fund to which it is related.*

2 *Gross Fund-Level figures are before management fees, expenses and actual or potential incentive allocation and reflect the returns/multiples of the partnership. Net Fund-Level figures are after management fees, expenses and actual or potential incentive allocation and reflect the returns/multiples of the unaffiliated limited partners.*

3 *Represents all funds that have realized 90% or more of investments.*

4 *ROF III and ROF IIIA commenced operations on October 1, 2002 and May 30, 2003, respectively.*

5 *The data contained herein reflects the effect of leverage employed by the Legacy CMBS Fund, which invested in commercial mortgage-backed securities using both debt and equity capital at approximately a 1:1 ratio. Due to the structure of the Legacy CMBS Fund, the fund-level returns presented in this table are for a feeder fund and not for the Legacy CMBS Fund itself.*

6 *The Remington Account is a separate standalone account managed by Oaktree's Real Estate team.*

7 *ROF VI figures include two parallel funds.*

8 *Gross Investment-Level Profit represents all realized and unrealized gains/(losses).*

9 *Fund-Level Multiple of Capital is calculated as (NAV + Distributions) divided by Paid-in Capital.*

(This page has been left blank intentionally.)

Appendix IV: Performance Disclosures

The performance information contained herein is provided for informational purposes only. Oaktree makes no representation, and it should not be assumed, that past performance is an indication of future results. There can be no assurance that the Oaktree's Real Estate Opportunities Fund VII, L.P. will be able to earn the rates of return indicated herein. Indeed, wherever there is the potential for profit, there is also the possibility of loss. In reviewing the performance information included herein, please note the following:

INVESTMENT VALUATIONS

U.S. GAAP establishes a hierarchal disclosure framework, which prioritizes the inputs used in measuring financial instruments at fair value into three levels based on their market observability. Market price observability is affected by a number of factors, including the type of instrument and the characteristics specific to the instrument. Financial instruments with readily available quoted prices from an active market or for which fair value can be measured based on actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment inherent in measuring fair value.

Financial assets and liabilities measured and reported at fair value are classified as follows:

- Level I – Quoted unadjusted prices for identical instruments in active markets to which the applicable fund has access at the date of measurement. The types of investments in Level I include exchange-traded equities, debt and derivatives with quoted prices.
- Level II – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are directly or indirectly observable. Level II inputs include interest rates, yield curves, volatilities, prepayment risks, loss severities, credit risks and default rates. The types of investments in Level II generally include corporate bonds and loans, government and agency securities, less liquid and restricted equity investments, over-the-counter traded derivatives and other investments where the fair value is based on observable inputs.
- Level III – Valuations for which one or more significant inputs are unobservable. These inputs reflect the applicable general partner's assessment of the assumptions that market participants use to value the investment based on the best available information. Level III inputs include prices of quoted securities in markets for which there are few transactions, less public information exists or prices vary among brokered market makers. The types of investments in Level III include non-publicly traded equity, debt, real estate and derivatives.

In some instances, an instrument may fall into different levels of the fair value hierarchy. In such instances, the instrument's level within the fair value hierarchy is based on the lowest of the three levels (with Level III being the lowest) that is significant to the value measurement. The assessment of the significance of an input requires judgment and considers factors specific to the instrument. The transfer of assets into or out of each fair value hierarchy level is accounted for as of the beginning of the reporting period.

In the absence of observable market prices, the applicable general partner values Level III investments using valuation methodologies applied on a consistent basis. The quarterly valuation process for Level III investments begins with each portfolio company, property or security being initially valued by the investment or valuation teams. The valuations are then reviewed and approved by the valuation team and the valuation committee of each investment strategy, which consists of senior members of the investment team. All Level III investment values are ultimately approved by the valuation committees and designated investment professionals as well as the valuation officer who is independent of the investment teams and reports directly to Oaktree's Managing Principal. Results of the valuation process are evaluated each quarter, including an assessment of whether the underlying calculations should be adjusted or recalibrated. In connection with this process, the applicable general partner evaluates changes in fair value measurements from period to period for reasonableness, considering items such as industry trends, general economic and market conditions, and factors specific to the investment.

Certain Level III assets are valued using prices obtained from brokers or pricing vendors. The applicable general partner obtains an average of one to two broker quotes. The applicable general partner seeks to obtain at least one price directly from a broker making a market for the asset and one price from a pricing vendor for the subject or similar securities. These investments are classified as Level III because the quoted prices may be indicative in nature for securities that are in an inactive market, may be for similar securities, or may require adjustment for investment-specific factors or restrictions. Generally, the applicable general partner does not adjust any of the prices received from these sources, and all prices are reviewed by the applicable general partner. The applicable general partner evaluates the prices obtained from brokers or pricing vendors based on available market information, including trading activity of the subject or similar securities, or by performing a comparable security analysis to ensure that fair values are reasonably estimated. The applicable general partner also performs back-testing of valuation information obtained from brokers and pricing vendors against actual prices received in transactions. In addition to on-going monitoring and back-testing, the applicable general partner performs due diligence procedures over pricing vendors to understand their methodology and controls to support their use in the valuation process.

Appendix IV: Performance Disclosures (continued)

Non-publicly traded debt and equity securities and other securities or instruments for which reliable market quotations are not available, are valued by the applicable general partner using valuation methodologies applied on a consistent basis. These securities may initially be valued at the acquisition price as the best indicator of fair value. The applicable general partner reviews the significant unobservable inputs, valuations of comparable investments and other similar transactions for investments valued at acquisition price to determine whether another valuation methodology should be utilized. Subsequent valuations will depend on facts and circumstances known as of the valuation date and the application of valuation methodologies further described below under “Non-Publicly Traded Equity Investments” and “Non-Publicly Traded Real Estate Investments.” The fair value may also be based on a pending transaction expected to close after the valuation date. These valuation methodologies involve a significant degree of management judgment. Accordingly, valuations do not necessarily represent the amounts which may eventually be realized from sales or other dispositions of investments. Fair values may differ from the values that would have been used had a ready market for the investment existed, and the differences could be material to the applicable fund’s financial statements.

Exchange-Traded Investments

Securities listed on one or more national securities exchanges are valued at their last reported sales price on the date of valuation. If no sale occurred on the valuation date, the security is valued at the mean of the last “bid” and “ask” prices on the valuation date. Securities that are not marketable due to legal restrictions that may limit or restrict transferability are generally valued at a discount from quoted market prices. The discount would reflect the amount market participants would require due to the risk relating to the inability to access a public market for the security for the specified period and would vary depending on the nature and duration of the restriction and the risk and volatility of the underlying securities. Securities with longer duration restrictions or higher volatility are generally valued at a higher discount. Such discounts are generally estimated based on put option models or analysis of market studies. Instances where discounts have been applied to quoted prices of restricted listed securities have been infrequent. The impact of such discounts is not material to the applicable fund’s financial statements.

Credit-Oriented Investments (including Real Estate Loan Portfolios)

Investments in corporate and government debt which are not listed or admitted to trading on any securities exchange are valued at the mean of the last bid and ask prices on the valuation date based on quotations supplied by recognized quotation services or by reputable broker-dealers.

The market yield approach is considered in the valuation of non-publicly traded debt investments, utilizing expected future cash flows, discounted using estimated current market rates. Discounted cash flow calculations may be adjusted to reflect current market conditions and/or the perceived credit risk of the borrowers. Consideration is also given to a borrower’s ability to meet principal and interest obligations; this may include an evaluation of collateral or the underlying value of the borrower utilizing techniques described below under “Non-Publicly Traded Equity Investments” and “Non-Publicly Traded Real Estate Investments.”

The valuation of securities may be impacted by expectations of investors’ receptiveness to a public offering of the securities, the size of the holding of the securities and any associated control, information with respect to transactions or offers for the securities (including the transaction pursuant to which the investment was made and the period of time elapsed from the date of the investment to the valuation date) and applicable restrictions on the transferability of the securities.

Non-Publicly Traded Equity Investments

The fair values of private equity investments are determined by using a market approach or income approach. A market approach utilizes valuations of comparable public companies or transactions and generally seeks to establish the enterprise value of the portfolio company using a market multiple approach. This approach takes into account a specific financial measure (such as EBITDA, adjusted EBITDA, free cash flow, net operating income, net income, book value or net asset value) believed to be most relevant for the given company. Consideration may also be given to such factors as acquisition price of the security, historical and projected operational and financial results for the portfolio company, the strengths and weaknesses of the portfolio company relative to its comparable companies, industry trends, general economic and market conditions and other factors deemed relevant. The income approach is typically a discounted cash flow method that incorporates expected timing and level of cash flows. It incorporates assumptions in determining growth rates, income and expense projections, discount rates, capital structure, terminal values and other factors. The applicability and weight assigned to market and income approaches are determined based on the availability of reliable projections and comparable companies and transactions.

Appendix IV: Performance Disclosures (continued)

Non-Publicly Traded Real Estate Investments

The fair values of real estate investments are determined by using a cost approach, market approach or income approach. A cost approach is based upon the current cost of reproducing a real estate investment less deterioration and functional and economic obsolescence. A market approach utilizes valuations of comparable properties or transactions and generally seeks to establish the enterprise value of investment property using a market multiple approach. This approach takes into account a specific financial measure (such as free cash flow, net operating income, net income, book value, net asset value, EBITDA or adjusted EBITDA) believed to be most relevant for the given investment property. Consideration may also be given to such factors as acquisition price of investment property, historical and projected operational and financial results for the property, the strengths and weaknesses of the investment property relative to comparable properties, industry trends, geographical factors, general economic and market conditions and other factors deemed relevant. The income approach is typically a discounted cash flow method that incorporates expected timing and level of cash flows. It incorporates assumptions in determining growth rates, income and expense projections, discount and capitalization rates, capital structure, and other factors. The applicability and weight assigned to market and income approaches are determined based on the availability of reliable projections and comparable properties and transactions.

VALUATION OF UNREALIZED INVESTMENTS

The performance information set forth herein contains valuations of investments in companies that have not been fully realized as of June 30, 2014. There can be no assurance that any of these valuations will be attained as actual realized returns will depend upon, among other factors, future operating results, the value of the assets and market conditions at the time of disposition, any related transaction costs and the timing and manner of sale, all of which may differ from the assumptions upon which the valuations contained herein are based. Consequently, the actual realized returns may differ materially from the current returns indicated in this brochure. Nothing contained herein should be deemed to be a prediction or projection of future performance.

INTERNAL RATE OF RETURN

The internal rates of return ("IRR") are the annualized implied discount rate calculated from a series of investment cash flows. It is the return that equates the present value of all capital invested in an investment to the present value of all returns of capital, or the discount rate that will provide a net present value of all cash flows equal to zero. Gross IRRs represent returns before the allocation of management fees, any expenses and any incentive fees or "carried interest" paid, accrued or allocated to the general partner or investment manager of the funds and accounts. Net IRRs represent returns after the allocation of management fees, all expenses of the funds and accounts and any incentive fees or "carried interest" paid, accrued or allocated to the general partner or investment manager of the funds and accounts. Because the "carried interest" allocated to the general partners of the relevant funds is not calculated on an investment-by-investment basis, but on an aggregate fund-by-fund basis only, comparable after-fee IRRs on an investment-by-investment basis are not available. As such, all net IRRs presented herein are on a fund-level basis only. The use of other calculation methodologies including different assumptions or methods may result in different and possibly lower IRRs. Furthermore, IRRs for funds or accounts in existence and investments held for less than one year may not be meaningful.

NO BENCHMARK

No benchmarks are presented in this presentation, as Oaktree is not aware of any benchmarks that, in Oaktree's opinion, provide a basis for measuring the performance of the relevant funds, particularly in light of the managers' investment philosophy, strategy and implementation.

(This page has been left blank intentionally.)

Appendix V: Legal Information

An investment in the Fund is speculative and involves a high degree of risk. Such risks include, but are not limited to, those described below. An investment should only be made after consultation with independent qualified sources of investment, tax and legal advice. Please refer to the PPM for a more complete description of the Fund's investment practices, terms and conditions, restrictions and other factors relevant to a decision to invest, as well as certain tax information and risk disclosures that are important to any investment decision.

SABAL

Sabal Financial Group, L.P. ("Sabal U.S.") and Sabal Financial Europe, LLC ("Sabal Europe" and, together with Sabal U.S., "Sabal") together comprise an international diversified financial services firm specializing in the valuation, management and servicing of commercial real estate and commercial and residential acquisition, development and construction loans and mortgages, as well as in providing assistance with bid submissions and other aspects of the acquisition process for such loans and mortgages. Sabal provides credit advisory services and loan portfolio management and performance assessments for investment and commercial banks and also has a lending operation for small- to mid-size real estate loans. Sabal currently provides services to portfolios of commercial NPLs and REO properties owned by certain Oaktree funds and oversees loan origination platforms for certain Oaktree funds. An affiliate of Oaktree owns a 50% interest in Sabal U.S. and will own a 90% interest in Sabal Europe, but does not profit from amounts paid by Oaktree funds to Sabal. (See "Overlaps of the Fund with Other Oaktree Funds and Accounts and Other Conflicts of Interest" in the PPM.)

INVESTMENTS

The Fund will invest in securities and obligations that entail substantial risk. There can be no assurance that such investments will increase in value, that significant losses will not be incurred or that the objectives of the Fund will be achieved. In addition, investing in such securities and obligations may result in the incurrence of significant costs, fees and expenses, including legal, advisory and consulting fees and expenses, costs of regulatory compliance and costs of defending third-party litigation.

INVESTMENT ENVIRONMENT

Many factors affect the demand for and supply of the types of investments that the Fund may target and their valuations. Interest rates and general levels of economic activity may affect the value and number of investments made by the Fund or considered for investment. The Fund and its investments could be materially adversely affected by instability in global financial markets or changes in market, economic, political or regulatory conditions, as well as by other factors outside the control of Oaktree or its affiliates.

INVESTMENTS IN REAL ESTATE

The value of real estate and real estate-related securities and investments can be seriously affected by interest rate fluctuations, bank liquidity and the availability of financing, as well as by regulatory or governmentally imposed factors such as a zoning change, an increase in property taxes, the imposition of height or density limitations, the requirement that buildings be accessible to disabled persons, the requirement for environmental impact studies, the potential costs of remediation of environmental contamination or damage, the imposition of special fines to reduce traffic congestion or to provide for housing, competition from other investors, changes in laws, wars and earthquakes, typhoons, terrorist attacks or similar events. Income from income-producing real estate may be adversely affected by general economic conditions, local conditions such as oversupply or reduction in demand for space in the area, competition from other available properties, inadequate maintenance and inadequate coverage by insurance. Certain significant expenditures associated with real estate (such as mortgage payments (to the extent leveraged), real estate taxes and maintenance costs) have no relationship with, and thus do not diminish in proportion to, a reduction in income from the property. Reductions in value or cash flow could impair the Fund's ability to make distributions to investors, adversely impact its investment policy and reduce overall returns on investments.

Appendix V: Legal Information (continued)

DEBT SECURITIES

Investments in debt instruments entail normal credit risks (i.e., the risk of non-payment of interest and principal) and market risks (i.e., the risk that certain market factors will cause the value of the instrument to decline). A default on a loan or a sudden and extreme increase in prevailing interest rates may cause a decline in a portfolio holding such investments.

Fixed income securities may be subject to redemption at the option of the issuer. If a fixed income security is called for redemption, the holder may be required to permit the issuer to redeem the security, which could have an adverse effect on the holder's ability to achieve its investment objectives.

Floating rate instruments such as bank loans pay interest based on EURIBOR or LIBOR. As a result, a significant decline in EURIBOR or LIBOR could negatively impact the expected return on such loans. While loans with EURIBOR or LIBOR interest rates are available at lower prices (ignoring those with EURIBOR or LIBOR floors), there can be no guarantee that such prices will offset losses in current income. Although the prices of floating rate instruments may be less sensitive to interest rate changes than the prices of fixed-rate obligations, interest rates on bank loans only reset periodically and may not perfectly correlate with prevailing interest rates, potentially subjecting floating-rate loans to the same fluctuations as fixed-rate obligations during the period in which their interest rates are fixed

BANK LOANS AND PARTICIPATIONS

Bank loans and participations are subject to unique risks, including: (a) the possible invalidation of an investment transaction, including the pledging of collateral, as a fraudulent conveyance under relevant creditors' rights laws, (b) lender-liability claims by the issuer of the obligations, (c) environmental liabilities that may arise with respect to collateral securing the obligations, (d) the utilization of a floating interest rate instead of a fixed interest rate and (e) limitations on the ability of the holder to directly enforce its rights with respect to participations. In analyzing each bank loan or participation, Oaktree will compare the relative significance of the risks against the expected benefits of the investment. Some of these risks are also present for fixed income securities. In addition, participation in bank loans may entitle Oaktree to receive material, non-public information which may limit its ability to trade in the public securities of the borrower, including high yield fixed income securities.

LEVERAGE OF PORTFOLIO COMPANIES

The Fund's investments are expected to include companies whose capital structures may have significant leverage. Such investments are inherently more sensitive to declines in revenues and to increases in expenses and interest rates, creating a greater possibility of default or bankruptcy of the borrower.

NATURE OF BANKRUPTCY PROCEEDINGS

The Fund may make investments that could require substantial workout negotiations or restructuring in the event of a default or bankruptcy, which could entail significant risks, time commitments and costs.

MORTGAGE FORECLOSURES

Oaktree may be required for business or other reasons to foreclose on one or more mortgages held in the Fund's portfolio. Foreclosures can be lengthy and expensive and borrowers often assert claims, counterclaims and defenses to delay or prevent foreclosure actions. At any time during the proceedings the borrower may file for bankruptcy, which would have the effect of staying the foreclosure action and further delaying the process and materially increasing the expense thereof which expenses may or may not be recoverable by the Fund. In addition, anti-deficiency and related laws in certain states and countries limit recourse and remedies available against borrowers in connection with or as a result of foreclosure proceedings or other enforcement actions taken with respect to such borrowers. Such laws can result in the loss of liens on collateral or personal recourse against a borrower altogether.

NEWLY COMPLETED PROPERTIES AND PROPERTIES UNDER CONSTRUCTION

The Fund, in many instances with local partners, may invest in development projects and may purchase undeveloped land and construct new projects on it. Properties under construction are subject to various risks. Cost and timely construction may be adversely affected by strikes, shortages in materials, subsoil risks, uninsurable losses and other factors beyond the control of Oaktree. In addition, costs of construction and operation of properties may be increased by local, state or federal legislative or administrative action in areas including zoning regulations and land use controls, air and water quality standards, noise pollution and other environmental impacts and regulatory controls. These risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of development activities once undertaken, any of which could adversely affect the Fund and its investors. Any investment in unimproved land will be subject to all the foregoing risks, as well as risks associated with locating a satisfactory developer, formulating development plans and obtaining construction financing. Furthermore, properties under development or properties acquired for development may receive little or no cash flow from the date of acquisition through the date of completion of development and may still experience operating deficits well after the date of completion. Finally, market conditions may change during the course of development that make such investments less attractive than they were at the time of acquisition.

Appendix V: Legal Information (continued)

NON-PAYMENT OF MORTGAGES UNDERLYING CMBS

The collateral underlying CMBS generally consists of commercial mortgages or real property that have a multifamily or commercial use, such as retail space, office buildings, warehouse property and hotels. With most commercial mortgages underlying CMBS, the bulk of the loan balance is payable at maturity with a one-time payment, commonly known as a “balloon payment,” and are usually non-recourse against the commercial borrower. The prospect of full repayment of the commercial mortgage loans underlying CMBS depends on the ability of the borrower to generate current income from its commercial property. Also, the likelihood of the borrower repaying the commercial mortgage loan at maturity is heavily influenced by the borrower’s ability to secure subsequent financing, which can be negatively impacted by a difficult credit environment. If the borrower defaults on the mortgage loan underlying CMBS, the options for financial recovery are limited. In the event of default, the lender will have no right to assets beyond collateral attached to the commercial mortgage loan. In certain instances a negotiated settlement or an amendment to the terms of the commercial mortgage loan are the only options before an ultimate foreclosure on the property. The ultimate disposition of a foreclosed property may yield a price insufficient to cover the cost of the foreclosure process and the balance attached to the defaulted commercial mortgage loan.

The value of CMBS is also subject to risk from possible geographic or industry concentration. Certain geographic regions or industries may be more adversely affected from economic pressures when compared to other geographic regions or industries. A pool of CMBS backed by commercial mortgage loans with a substantial geographic or industry concentration will be more susceptible to the economic environment of such concentrated geographic regions or industries, and therefore may be at greater risk for a loss in value. There can be no guarantee that the Fund’s investments in CMBS will not be adversely affected by such risks.

REMOVAL OR REMEDIATION LIABILITIES

Certain companies and investors may be considered an owner or operator of properties on or in which asbestos or other hazardous or toxic substances exist and, therefore, potentially liable for removal or remediation costs, as well as certain other related costs, including governmental fines and costs of injuries to persons and property. These costs can be substantially in excess of the value of the property. The presence of hazardous or toxic substances or the failure to properly remediate such substances may also adversely affect the value of a property. In addition, remediated property may attract a limited number of potential purchasers because of the property’s history of contamination, which may adversely affect the owner’s ability to sell the property. Further, a transfer of property may not relieve from liability a person who owned the property at a time when hazardous or toxic substances were disposed of on, or released from, such property.

The properties the Fund will target for investment will be subject to a variety of laws and regulations concerning the protection of health and the environment. The particular environmental laws that apply to any particular property can vary greatly based on its location, environmental conditions and present and former uses. Noncompliance with environmental regulations may allow a governmental authority to order the owner/operator to cease operations at the property or to incur substantial costs to bring the property into compliance through the implementation of burdensome remediation or prophylactic measures. Finally, environmental laws applicable to the Fund’s investments may be amended in the future in ways that could adversely affect such investments.

Appendix V: Legal Information (continued)

INTERNATIONAL INVESTMENTS

Oaktree expects the Fund to invest internationally. Investments in different countries involve risks and special considerations to which investors may not be accustomed. Such risks include (*a*) the risk of nationalization or expropriation of assets or confiscatory taxation, (*b*) social, economic and political uncertainty, including war and revolution, (*c*) dependence on exports and the corresponding importance of international trade, (*d*) price fluctuations, market volatility, less liquidity and smaller capitalization of securities markets, (*e*) currency exchange rate fluctuations, (*f*) rates of inflation, (*g*) controls on, and changes in controls on, non-U.S. investments and limitations on repatriation of invested capital and on the ability to exchange local currencies for the Fund’s base currency, (*h*) governmental involvement in and control over the economies, (*i*) governmental decisions to discontinue support of economic reform programs generally and impose centrally planned economies, (*j*) differences in auditing and financial reporting standards which may result in the unavailability of material information about issuers, (*k*) less extensive regulation of the securities markets, (*l*) longer settlement periods for securities transactions, (*m*) less developed corporate laws regarding fiduciary duties and the protection of investors, (*n*) less reliable judicial systems to enforce contracts and applicable law, (*o*) certain considerations regarding the maintenance of the portfolio securities and cash with sub-custodians and securities depositories in different countries, (*p*) restrictions and prohibitions on ownership of property by foreign entities and changes in laws relating thereto and (*q*) terrorism. These factors may increase the likelihood of potential losses being incurred in connection with such investments.

CURRENCY RISKS AND FOREIGN EXCHANGE

The Fund may make investments denominated in currencies other than the base currency of the Fund. Changes in the rates of exchange between the Fund’s base currency and other currencies may have an adverse effect on the value of investments denominated in such other currencies, the performance of the Fund and the amounts of distributions, if any, to be made by the Fund. In addition, the Fund will incur costs in converting investment proceeds from one currency to another. The Fund may or may not attempt to hedge currency risk of the portfolio, but in any event it does not expect that the full risk of currency fluctuations can be eliminated due to the complexity of its investments and limitations in the foreign currency market.

OPTIONS

The Fund may purchase and sell covered and uncovered put and call options. The successful use of options depends principally on the price movements of the underlying securities. If the price of the underlying security does not rise (in the case of a call purchased by the Fund) or fall (in the case of a put purchased by the Fund) to an extent sufficient to cover the option premium and transaction costs, the Fund will lose part or all of its investment in the option. If the Fund sells puts or uncovered calls, unfavorable price movements could result in significant losses.

SHORT SALES

The Fund may sell securities short. A short sale involves the risk of a theoretically unlimited loss from a theoretically unlimited increase in the market price of the security sold short. Furthermore, there can be no assurance that the Fund will be able to purchase the securities necessary to cover a short position.

SWAPS

The Fund may engage in swaps, which may include total return swaps, interest rate swaps and credit default swaps, in which case the Fund will usually have a contractual relationship only with the counterparty of such swap, and not the issuer, and will therefore be subject to the credit risk of the counterparty. In addition, certain swaps may be required to be submitted to a central clearing counterparty, in which case the Fund will be subject to the credit risk of the central clearing counterparty and any Futures Commodity Merchant that the Fund may use to access such central clearing counterparty. The regulation of derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by governmental and judicial action. The effect of any future regulatory change on the Fund could be substantial and adverse.

USE OF LEVERAGE

The Fund may engage in certain investment activities that involve the use of leverage, including through swaps. While leverage presents opportunities for increasing the Fund’s total return, it has the potential to increase losses as well. Accordingly, any event that adversely affects the value of an investment made by the Fund would be magnified to the extent leverage is used.

Appendix V: Legal Information (continued)

CONTINGENT LIABILITIES ON DISPOSITION OF INVESTMENTS

The Fund may be required to indemnify the purchasers of investments that it sells. Investors in the Fund may be required to return amounts distributed to them to fund the Fund's indemnity obligations.

ILLIQUIDITY OF INVESTMENTS

The Fund's investments may consist of securities and obligations which are thinly traded, securities and obligations for which no market exists, or securities and obligations which are restricted as to their transferability. These factors may limit the ability to sell such securities at their fair market value.

INSUFFICIENT INVESTMENT OPPORTUNITIES

Oaktree may not be able to identify a sufficient number of investment opportunities to invest the full amount of the Fund's committed capital.

CARRIED INTEREST

The performance element of the carried interest distribution arrangement may create an incentive for the Fund's general partner to cause the Fund to make investments that are riskier or more speculative than would be the case without the carried interest distribution arrangement.

ERISA PLAN ASSETS STATUS

A portion of the assets of the Fund may be deemed to be "plan assets" if "benefit plan investors" exceed more than 25% of any class of equity interests in the Fund. If that were to happen, the operation and administration of the Fund and the duties, obligations and liabilities of Oaktree and, to the extent determined under ERISA, the general partner will be subject to the fiduciary responsibility provisions of ERISA and the prohibited transactions provisions of ERISA and the Code, meaning that the Fund will be precluded from engaging in a broad range of direct or indirect "prohibited transactions."

REGULATORY RISKS

Legal, tax and regulatory changes may adversely affect the Fund at any time during its term. The legal, tax and regulatory environment for funds that invest in alternative investments is evolving, and changes in the regulation and market perception of such funds, including changes to existing laws and regulations and increased criticism of the private equity and alternative asset industry by some politicians, regulators and market commentators, may adversely affect the ability of the Fund to pursue its investment strategy and the value of investments held by the Fund.

Market disruptions and dramatic increases in capital allocated to alternative investment strategies have led to increased governmental and self-regulatory scrutiny of alternative investments. Greater regulation of the industry has been considered by both legislators and regulators. The effect of any future changes in regulations applicable to the Fund, its general partner, Oaktree, the markets in which the Fund invests or the counterparties with which it does business are impossible to predict, but could be substantial and adverse.

MARKET CONDITIONS AND GOVERNMENTAL ACTIONS

The securities, futures and certain other derivatives markets are subject to comprehensive statutes, regulations and margin requirements. Government regulators and self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies. Regulators have the ability to limit or suspend trading in securities, which could expose the Fund to significant losses. The regulation of derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by governmental and judicial action. The effect of any future regulatory change on the Fund could be substantial and adverse.

In recent years, world financial markets have experienced extraordinary market conditions. In reaction to these events, regulators in various countries have undertaken and continue to undertake unprecedented action to stabilize markets. The Fund may be adversely affected by unstable markets and significant new regulations could limit the Fund's activities and investment opportunities or change the functioning of the capital markets. In the event of a severe economic downturn, the Fund could suffer significant losses.

Appendix V: Legal Information (continued)

INSTITUTIONAL RISK

The brokerage firms, banks and other institutions with which the Fund does business, or to which securities will be entrusted for custodial and prime brokerage purposes, may encounter financial difficulties, fail or otherwise become unable to meet their obligations. In addition, legal, regulatory, reputational or other risks affecting such institutions could have a material adverse effect on the Fund.

ILLIQUIDITY

Participation in the Fund is an illiquid investment. Investors generally are not permitted to withdraw from the Fund and may only transfer their interests in the Fund in limited circumstances.

UNSPECIFIED USE OF PROCEEDS

The cash proceeds of the offering of the interests in the Fund are intended to be invested in investments which, as of the date of the PPM, have not yet been selected by Oaktree.

PASSIVE INVESTMENT

As passive investors in the Fund, investors will have no opportunity to control the Fund's day-to-day operations, including investment and disposition decisions. They must rely entirely on the Fund's general partner to conduct and manage the affairs of the Fund.

MATERIAL NON-PUBLIC INFORMATION

In connection with the operation of the Fund or other activities, personnel of Oaktree may acquire confidential or material non-public information or otherwise be restricted from initiating transactions in certain securities. The Fund will not be free to act upon any such information and may not be able to initiate a transaction that it otherwise might have initiated.

POTENTIAL CONFLICTS OF INTEREST

Oaktree and its affiliates manage a number of different funds and accounts (and may form additional funds and accounts) that invest in, and in some cases have priority ahead of the Fund with respect to, securities or obligations eligible for purchase by the Fund. This presents the possibility of overlapping investments, and thus the potential for conflicts of interest. To the extent permitted by law, Oaktree reserves the right to cause the Fund to take such steps as may be necessary to minimize or eliminate any conflict between the Fund and such other Oaktree-managed funds and accounts even if that requires the Fund to divest securities that, in the absence of such conflict, it would have continued to hold or otherwise take action that may benefit Oaktree or any other Oaktree-managed fund or account and that may not be in the best interests of the Fund or the investors of the Fund. Oaktree will seek to manage conflicts in good faith.

TAX MATTERS

There are a series of complex tax issues related to the investments that will be the focus of the Fund, as well as any investment in the Fund itself. In addition, changes in the tax laws may adversely affect the Fund's ability to efficiently realize income or capital gains and could materially and adversely affect the after-tax returns to investors. There can be no assurance that the Fund's distributions will be sufficient to satisfy any U.S. federal, state or local or non-U.S. income taxes imposed on the investors in respect of their distributive shares of the Fund's taxable income. Prospective investors are urged to consult their own tax advisors regarding the possible tax consequences of an investment in the Fund.

LACK OF DIVERSIFICATION

Other than as set forth in the Fund's governing documents, the Fund will be under no obligation to diversify its investments. Accordingly, the investment portfolio of the Fund may be subject to more rapid changes in value than would be the case if the Fund were required to maintain broad diversification among companies, industries and types of securities.

INVESTMENT COMPANY ACT

The Fund will not be registered under the Investment Company Act and investors in the Fund will not be accorded the protections of the Investment Company Act.

Appendix V: Legal Information (continued)

Certain information contained herein concerning economic trends and performance is based on or derived from information provided by independent third party sources. Oaktree believes that such information is accurate and that the sources from which it has been obtained are reliable; however, Oaktree cannot guarantee the accuracy of such information and has not independently verified the accuracy or completeness of such information or the assumptions on which such information is based. Moreover, independent third-party sources cited in this brochure are not making any representations or warranties regarding any information attributed to them and shall have no liability in connection with the use of such information in this brochure.

In addition, certain information contained in this presentation is based on Oaktree's assumptions and projections or otherwise constitute "forward looking statements," which can be identified by the use of forward looking terminology such as "may," "will," "should," "expect," "anticipate," "forecast," "estimate," "intend," "continue" or "believe" or the negatives thereof or other variations thereon or other comparable terminology. Due to various risks and uncertainties, actual events or results or the actual performance of any scenarios or forecasts discussed herein may differ materially from those reflected or contemplated in such forward looking statements. Oaktree cannot offer assurances that any of the scenarios or forecasts described herein will actually transpire or occur, or if any of them do, what impact they will have on the returns of any investment. Prospective investors are cautioned not to put undue reliance on any of the assumptions, projections or other forward looking statements contained herein. No representation or warranty is made as to future performance or such forward looking statements.

Except where otherwise indicated herein, the information provided herein is based on matters as they exist as of the date of preparation of this presentation and not as of any future date. Oaktree does not undertake any obligation to revise or update any information contained herein in light of new information, future developments or otherwise after such date of preparation. This information is intended for informational purposes only. Prospective investors should not rely on it for any other purpose.

OAKTREE

Oaktree Capital Management, L.P.
333 South Grand Avenue, *28th floor*
Los Angeles, CA 90071

p 213-830-6300
www.oaktreecapital.com

September 8, 2014

Timothy Price
Chief Investment Officer
Contra Costa County Employees' Retirement Association
1355 Willow Way, Suite 221
Concord, CA 94520-5728

**RE: PLACEMENT AGENT DISCLOSURE STATEMENT
OAKTREE REAL ESTATE OPPORTUNITIES FUND VI, L.P.**

Dear Mr. Price:

Oaktree Capital Management, L.P. ("we" or "Oaktree"), in its capacity as investment manager of Oaktree Real Estate Opportunities Fund VII, L.P. (the "Fund"), is a proposed "External Manager" for the Contra Costa County Employees' Retirement Association ("CCCERA"), as defined under CCCERA's Placement Agent Disclosure Policy, adopted on June 9, 2010 and amended December 8, 2010 (the "Policy"). We have received a copy of the Policy from CCCERA. We hereby disclose to CCCERA the following information, which we represent and warrant to be true and correct as of the date hereof:

1. Neither we nor any of our principals, employees, agents or affiliates has compensated or agreed to compensate, directly or indirectly, any person or entity to act as a Placement Agent (as defined in the Policy) in connection with a particular investment by CCCERA in the Fund, except as disclosed on Attachment 1 to this Disclosure Statement.

2. To the extent of any disclosure set forth on Attachment 1, we attach as Attachment 2 to this Disclosure Statement a resume for each officer, partner or principal of the Placement Agent (and any employee providing similar services) detailing the person's education, professional designations, regulatory licenses and investment and work experience, and whether any such person is a current or former CCCERA Board member, employee or Consultant or a member of the immediate family of any such person.

3. To the extent of any disclosure set forth on Attachment 1, we attach as Attachment 3 to this Disclosure Statement a description of any and all compensation of any kind we have provided or have agreed to provide to a Placement Agent, including the nature, timing and value thereof.

4. To the extent of any disclosure set forth on Attachment 1, we attach as Attachment 4 to this Disclosure Statement a description of the services to be performed by the Placement Agent.

5. To the extent of any disclosure set forth on Attachment 1, we attach as Attachment 5 to this Disclosure Statement a statement whether the Placement Agent or any of its affiliates are registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association or any similar regulatory agent in a country other than the United States and the details of such registration or explanation of why no registration is required.

6. To the extent of any disclosure set forth on Attachment 1, we attached as Attachment 6 to this Disclosure Statement a statement whether the Placement Agent or any of its affiliates are registered as a lobbyist with any state or national government.

We further represent and warrant as follows:

A. We shall provide an update within fourteen (14) business days if any of the information included in this Disclosure Statement changes prior to CCERA's investment or becomes untrue as of the date provided.

B. We shall cause our engaged Placement Agent, prior to acting as a Placement Agent with regard to CCCERA, to disclose to CCCERA in writing any campaign contribution, gift (as defined in Government Code section 82028) or other item of value made or given to any member of the CCCERA Board or Staff, or Consultant (as defined in the Policy), during the prior twenty-four month period.

C. We shall cause our engaged Placement Agent, during the time it is receiving compensation in connection with a CCCERA investment, to disclose to CCCERA any campaign contribution, gift or other item of value made or given to any member of the CCCERA Board or Staff, or Consultant, during such period.

OAKTREE CAPITAL MANAGEMENT, L.P.

By: ____________________
Name: Brian Beck
Title: Managing Director

Attachment 1

Neither Oaktree Capital Management, L.P. (the term "Oaktree" used herein refers to Oaktree Capital Management, L.P. and, where applicable, its affiliates) nor its principals, agents, employees or affiliates has engaged any unaffiliated third parties to act as a placement agent in connection with any investment by CCCERA in Oaktree Real Estate Opportunities Fund VII, L.P. (the "Fund").

Since March 2004, OCM Investments, LLC ("OCM Investments"), a subsidiary of Oaktree and a registered broker dealer with the United States Securities and Exchange Commission (the "SEC") and member of the Financial Industry Regulatory Authority ("FINRA"), has acted as a placement agent for Oaktree-managed funds in the United States and certain other jurisdictions and is doing so for the Fund. OCM Investments is not compensated for its role as a placement agent on a transaction basis. Rather, it is only reimbursed on a cost-plus 10% basis for its costs and expenses. This reimbursement is paid quarterly by Oaktree.

Attachment 2

As described in Attachment 1 above, OCM Investments has acted as placement agent for funds for which Oaktree or a related entity acts as investment manager in the United States and other jurisdictions. We have provided below the resumes of the officers and principals of OCM Investments, as well as any licensed representatives who have been involved in communications with CCCERA or its Consultants in connection with CCCERA's prospective investment in the Fund. The resumes detail each individual's education, professional designations, regulatory licenses and work experience. None of the individuals listed below is a current or former CCCERA Board member, employee or Consultant or, to Oaktree's knowledge, a member of the immediate family of any such person.

Howard Marks, CFA, CIC
Chairman

Since the formation of Oaktree in 1995, Mr. Marks has been responsible for ensuring the firm's adherence to its core investment philosophy, communicating closely with clients concerning products and strategies, and managing the firm. From 1985 until 1995, Mr. Marks led the groups at The TCW Group, Inc. that were responsible for investments in distressed debt, high yield bonds, and convertible securities. He was also Chief Investment Officer for Domestic Fixed Income at TCW. Previously, Mr. Marks was with Citicorp Investment Management for 16 years, where from 1978 to 1985 he was Vice President and senior portfolio manager in charge of convertible and high yield securities. Between 1969 and 1978, he was an equity research analyst and, subsequently, Citicorp's Director of Research. Mr. Marks holds a B.S.Ec. degree cum laude from the Wharton School of the University of Pennsylvania with a major in finance and an M.B.A. in accounting and marketing from the Booth School of Business of the University of Chicago, where he received the George Hay Brown Prize. He is a CFA® charterholder and a Chartered Investment Counselor. Mr. Marks serves on the Board of Trustees of the University of Pennsylvania and from 2000 to 2010 was Chairman of its Investment Board.

Mr. Marks is a supervisory principal of OCM Investments, LLC, holding FINRA General Securities and General Securities Principal registrations.

Kristin Scott
Managing Director and Deputy Chief Compliance Officer

Ms. Scott joined Oaktree in 1995 after serving five years with Price Waterhouse in its New York office and, most recently, in its Los Angeles office as an Audit Senior in the Financial Services Group. Ms. Scott was one of the original members of the consulting team from Price Waterhouse which helped establish Oaktree's procedures and policies. Ms. Scott graduated cum laude with a B.S. degree in Accounting and Business Administration from Bucknell University. She is a Certified Public Accountant (inactive).

Ms. Scott is the Chief Compliance Officer and a supervisory principal of OCM Investments, LLC, holding FINRA General Securities and General Securities Principal registrations.

John Edwards
Managing Director and Controller
Accounting and Operations

Mr. Edwards joined Oaktree in 1995, following more than six years with KPMG Peat Marwick's Los Angeles office, most recently serving as a Senior Audit Manager in the Financial Services Group. Mr. Edwards received a B.S. degree in Accounting and Business Administration from California Polytechnic State University. He is a Certified Public Accountant (inactive).

Mr. Edwards is the FINOP of OCM Investments, LLC, holding a FINRA Introducing Broker Dealer/Financial Operations Principal registration.

Tony Harrington
Managing Director

Mr. Harrington is Oaktree's Global Head of Marketing. Mr. Harrington joined Oaktree in 2008 from Coast Asset Management, where he spent over five years as the Managing Director of Marketing and Investor Relations. In this capacity, Mr. Harrington oversaw the development and institutionalization of Coast's sales and investor relations efforts. Before that, he spent six years as a Senior Vice President in Marketing, Client Service & Consultant Relations at Lazard Asset Management. Prior experience includes nearly three years at Coopers & Lybrand, LLP and five years at Kimball Union Academy. Mr. Harrington received a B.A. degree in Economics and History from St. Lawrence University and an Ed.M. degree in Administration and Planning from Harvard University.

Mr. Harrington is a supervisory principal of OCM Investments, LLC, holding FINRA General Securities and General Securities Principal registrations.

Francie Maletis
Senior Vice President
Ms. Maletis joined Oaktree's New York office in January 2002, where she most recently focused on supporting and developing relationships with limited partners located in the Eastern and Southern United States. In 2007, she transferred to California and is now based out of the Los Angeles office. She has primary coverage responsibility for a subset of institutional clients and prospects in the western part of the country. Prior experience includes two years as a Marketing and Research Associate at Coatue Capital LLC, a hedge fund manager that specializes in technology related investments. Ms. Maletis is a graduate of Middlebury College with a B.A. degree in Spanish along with a minor in Economics.

Ms. Maletis is a registered representative of OCM Investments, LLC, holding a FINRA General Securities registration.

Jessica Curran
Vice President

Prior to joining Oaktree in 2010, Ms. Curran spent six and a half years at Morgan Stanley Investment Management, most recently as a Vice President in the Institutional Advisory Group, where she focused on developing institutional client and consultant relationships in Canada. Ms. Curran received a B.S. degree in Physiology from the University of California at Los Angeles and an M.B.A. in International Business Management from Richmond, the American International University in London.

Ms. Curran is a registered representative of OCM Investments, LLC, holding a FINRA General Securities registration.

Attachment 3

OCM Investments is not compensated on a transaction basis for its role as a placement agent to Oaktree-managed funds and is only reimbursed on a cost-plus 10% basis for its costs and expenses. This reimbursement is paid quarterly by Oaktree. Given that costs and expenses are incurred at an entity level for all of OCM Investments' activities for all Oaktree-managed funds, it is not possible to estimate the amount allocable to CCCERA's investment in the Fund.

The individuals identified in Attachment 2 above receive compensation from Oaktree as employees of Oaktree. However, none of this compensation is transaction-based or otherwise specifically related to CCCERA.

Attachment 4

Please see our response in Attachment 1 above.

Attachment 5

OCM Investments is registered as a broker dealer with the SEC and is a member of FINRA. Details of its registration are set forth below.

Name of Entity	Jurisdiction	Registration	Regulatory Body	Registration Date	Registration Number
OCM Investments, LLC	United States	Broker Dealer	SEC/FINRA*	March 8, 2004	File Number 8-66176 and CRD # 128803

Attachment 6

Listed below are the registrations of OCM Investments or its affiliates as a lobbyist with any state or national government.

Name	Jurisdiction
OCM Investments, LLC / Oaktree Capital Management, L.P.	California and Kentucky
Tony Harrington	California
Douglas Hyde Powell	Kentucky

Executive Summary

AG Realty Fund IX, L.P.
Opportunistic Real Estate
Target Fund Size: $1,500,000,000
Target Return: 20% gross
4 year investment period, 4 year liquidation period

Investment Principles:

- Focus on value creation, not financial engineering
- Underwrite conservatively: assume limited rent growth and increasing cap rates on exit
- Capital preservation is foremost concern
- Buy and exit below replacement cost
- Focus on major markets
- Use modest leverage: 55-65%

Why Angelo, Gordon?

Strong Investment Track Record/Disciplined Investor: Angelo, Gordon has been one of the most active real estate fund investors in the US and has earned attractive rates of return with a significant realized track record. In general, Angelo, Gordon's real estate team has done a good job at avoiding pitfalls and navigating real estate cycles. For example, in the US we largely exited hotels and for-sale housing in 2005, but re-entered those markets (before most of our competitors) to capitalize on the distress as the cycle bottomed out. In addition, at the peak of the market we sold aggressively and were slow to put new money to work in both our core plus and opportunistic strategies. In Asia, we similarly avoided both the Japan and Singapore real estate bubbles, but entered the Tokyo market in mid-2010 when we were able to acquire prime real estate at distressed pricing.

Focused and Proven Investment Strategy: Angelo, Gordon has developed a strategy of investing in sub-performing properties where it believes it can correct the subperformance, create a competitive advantage (such as cost) subsequent to the repositioning, and achieve healthy returns. Angelo, Gordon's real estate team has successfully repositioned a wide variety of sub-performing office, industrial, hotel, retail and residential real estate assets through aggressive and creative asset management, generating substantial increases in cash flow and value. Angelo, Gordon believes that its expertise in this field will allow it to enhance value, providing significant upside potential and downside protection.

Experienced Investment Team: Angelo, Gordon's real estate team has a long and successful history working together. The team has particular experience and expertise in purchasing and repositioning sub-performing properties representing across a wide variety of product types. Although the team has extensive financial expertise, the firm places a strong emphasis on real estate operating experience in recruiting and training real estate professionals. Angelo, Gordon's real estate strategy heavily benefits from these skills and an understanding of how technical real estate issues such as mechanical systems, floor plate efficiency and ceiling heights affect the feasibility of such development or repositioning.

Extensive Network of Deal Sources: Angelo, Gordon has created a broad network of deal sources with local real estate operating firms, brokers, direct sellers and distressed debt players. With over 50 real estate operating partners in each of the US and Asia, and 15 real partners in Europe, the firm is often shown transactions on an exclusive basis. Angelo, Gordon believes that these sources have provided and will continue to provide a competitive advantage in acquiring and managing opportunistic real estate.

Reputation of Angelo, Gordon: Angelo, Gordon has developed a reputation for closing deals put under letter of intent. The firm's strategy is to perform extensive due diligence before making an offer. Sellers and brokers know of Angelo, Gordon's reputation as a "closer" and we believe will often favor its bid over other buyers. Angelo, Gordon has the resources to respond quickly when presented with an opportunity and will have an advantage over less responsive investors.

Resources of Angelo, Gordon: Angelo, Gordon is an established leader in the alternative investment field. The firm has approximately $27 billion under management and has developed a strong track record and a reputation for the intensity, conservatism and accuracy of its research. The Fund will benefit from Angelo, Gordon's contacts and expertise in other real estate disciplines at the firm.

U.S. Market Overview

Valuation
- Value bifurcation remains/offers opportunities
- Price appreciation to date generally driven by liquidity/cap rate compression
- Further increases in valuation will come from improved fundamentals/value-add

Fundamentals
- Demand accelerating as consumer and corporate confidence increase
- Steady job growth and strong housing formation
- Limited supply growth

Opportunities
- Inefficiencies persist
- Upcoming maturities in 2015-2017 of loans made during the most challenged vintage years
- Undermanaged orphans of the financial crisis may offer strong upside with proper investment
- Robust capital markets bid for stabilized assets upon exit

Non U.S. opportunities (maximum of 25%)

Europe Real Estate
- Prices in Europe are down and have not recovered
- In the UK, the largest and most transparent market in Europe, prices dropped over 40% from the peak and have recovered only half of their peak-to-trough loss
- Prices on the continent and for UK non-major markets/transitional assets have recovered less
- Value declines drive distress

Asia Real Estate
- Macro-economic factors in China, Japan and Korea are positive or are turning positive
- Attractive growth opportunities for residential development and select opportunities to reposition existing sub-performing assets in China
- Significant distressed opportunities in Japan and Korea with market fundamentals beginning to improve – very attractive time to invest
- Lack of competition particularly in opportunistic real estate
- Rapidly growing pool of domestic core real estate buyers who are potential buyers of stabilized AG investments

AG Realty Fund IX

Contra Costa County Employees Retirement Association

ANGELO, GORDON & CO.

September 2014

Disclosure

This presentation does not constitute an offer to sell, or a solicitation of an offer to buy the limited partnership interests or securities of any funds described herein. No such offer or solicitation will be made prior to the delivery of a confidential offering memoranda and other materials relating to the matters described herein. Before making an investment decision with respect to the such interests or securities, potential investors are advised to read carefully the confidential offering memorandum, the limited partnership agreement, if any, and the related subscription document (collectively, the "Offering Documents"), and to consult with their tax, legal and financial advisors. This presentation contains a preliminary summary of the purpose of the funds and certain business terms; this summary does not purport to be complete and is qualified and superseded in its entirety by reference to a more detailed discussion contained in the Offering Documents. The General Partner or the Investment Manager, as the case may be, has the ability in its sole discretion to change the strategy described herein and does not expect to update or revise the presentation except by means of the Offering Documents. Data presented is as of the date hereof unless otherwise indicated.

References to specific investments or strategies are for illustrative purposes and are not intended to be and should not be relied upon as a recommendation to purchase or sell particular investments or engage in particular strategies. The references to specific securities or investment vehicles are not a complete list of all investment vehicles or positions in the portfolios and the positions or strategies identified herein may or may not be profitable. No representation is made that any portfolio will contain any or all of the investments identified herein, that any of such investments will actually be available for investment at such levels or in such quantities. The presentation was prepared using certain assumptions which are based on current events and market conditions and as such are subject to change without notice and we assume no obligation to update the information. Changes to the portfolio or the assumptions and/or consideration of additional or different factors may have a material impact on the results presented. Not all assumptions have been considered in compiling this data. Actual events are difficult to predict and may differ from those assumed for purposes of this presentation. There is no representation or guarantee regarding the reliability, accuracy or completeness of this material, and neither Angelo, Gordon & Co., L.P. ("AG"), its affiliates nor their respective members, officers or employees will be liable for any damages including loss of profits which result from reliance on this material.

There are certain risks associated with an investment in private funds. For example, such funds can experience volatile results and an investor or limited partner could lose some or all of his investment. A fund investment is very speculative and involves a high degree of risk, not suitable for all investors. Further such an investment is illiquid, due to restrictions on transfer, the lack of registration and the absence of a current or expected secondary market for fund interests or shares. Investment strategies may include non performing/distressed illiquid assets, employ leverage and/or a shorting strategy. High management fees and an incentive fee or allocation may cause the manager to take greater risks than it ordinarily would without such fees. This is not a complete description of the risks associated with a hedge fund investment.

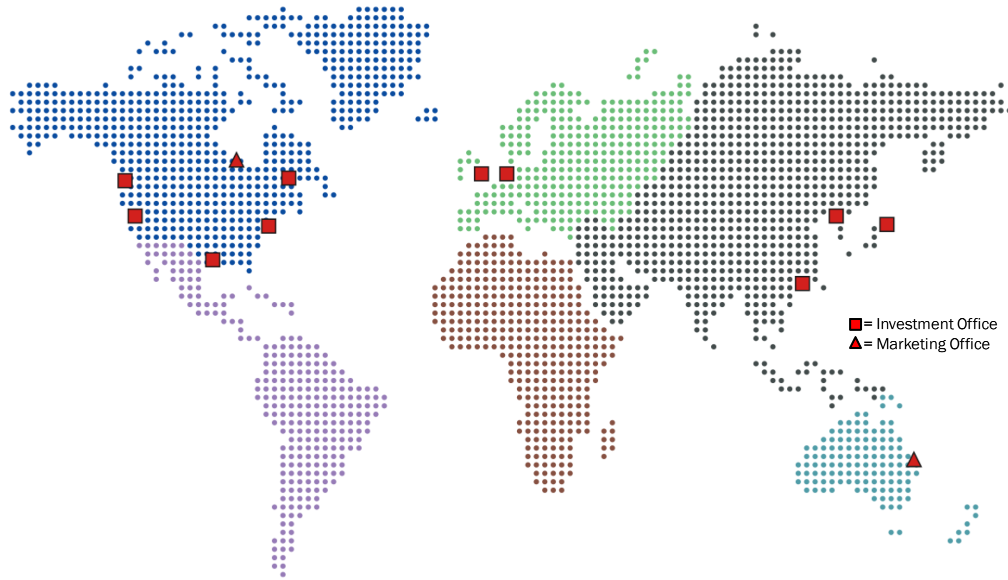
This presentation is being provided to a limited number of eligible investors on a confidential basis. Accordingly, this document may not be reproduced in whole or in part without the prior written consent of AG. Past performance is no guarantee of future results. Individual investor performance may vary by investor. To the extent that target returns are included, there is no assurance that such targets can be achieved or that actual results will not differ, perhaps materially, from such target returns. Other AG funds may experience results which differ, perhaps materially, from those presented, due to different investment objectives, guidelines and market conditions.

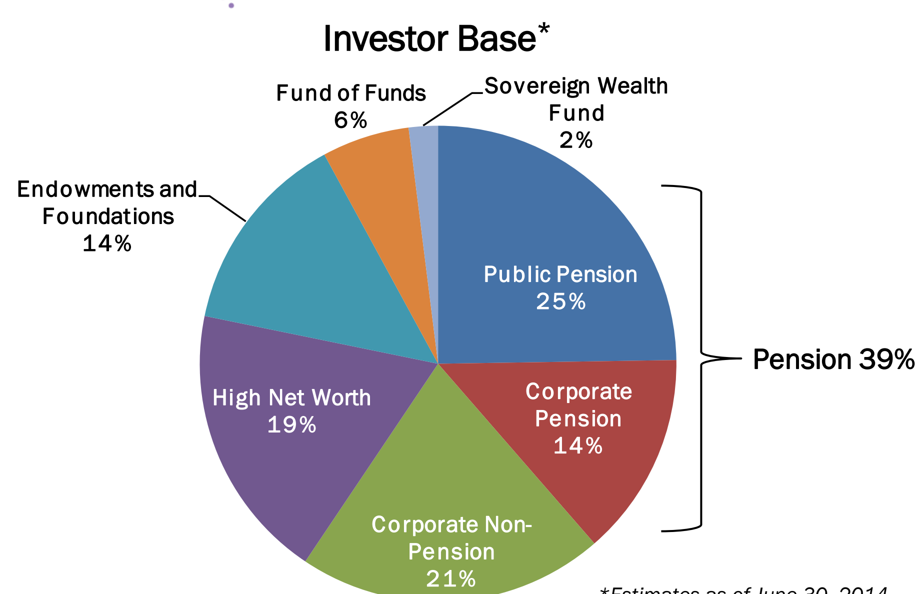
Section I.

ABOUT ANGELO, GORDON & CO.

About Angelo, Gordon & Co.

- Founded in 1988, Angelo, Gordon & Co. is a 100% employee-owned, SEC registered investment adviser
  - Over 300 employees – more than 110 investment professionals
  - Headquartered in New York with offices world-wide
- Focus on absolute returns with low volatility
- Three core strategies
  - Credit
  - Real Estate
  - Private Equity
- Our clients are our first priority
  - Over 300 institutional investors
  - More than 500 individual and family office relationships

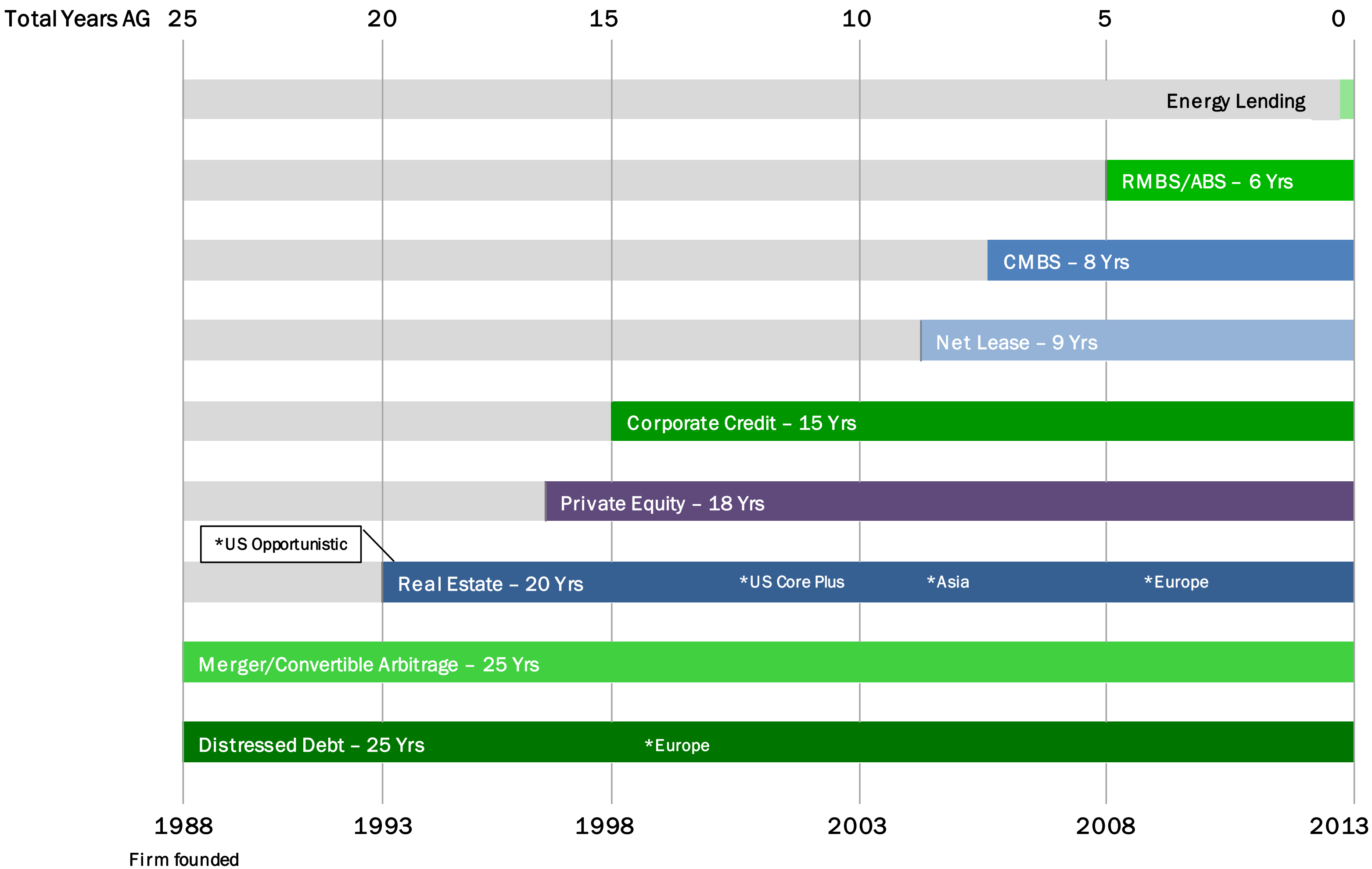




*Estimates as of June 30, 2014

Building an Investment Platform

- Angelo, Gordon is entrepreneurial, opportunistic and adds disciplines that are synergistic and complementary



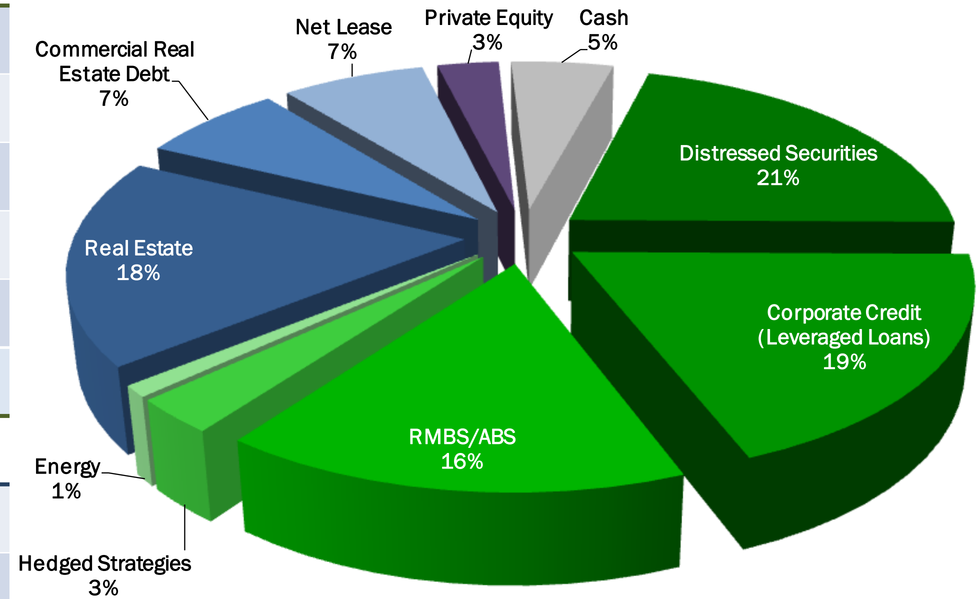
The breadth of our investment platform helps provide valuable insight for our clients

Assets Under Management

	AUM* (in millions)	Investment Professionals
Distressed	$5,600	18
Corporate Credit	$5,500	9
RMBS/ABS	$4,200	17
Convertible Arbitrage	$300	3
Merger Arbitrage	$400	4
Energy	$200	4
CREDIT TOTAL :	$16,200	55
Real Estate	$4,900	39
CMBS	$1,800	7
Net Lease	$1,700	12
REAL ESTATE TOTAL:	$8,400	58
Private Equity	$900	9
Cash	$1,200	- -
FIRM TOTAL:	**$26,700**	**122**

*Estimated data as of June 30, 2014

Assets by Strategy Type*



Credit	60%
Real Estate	32%
Private Equity	3%
Cash	5%

AG Real Estate Experience

Angelo, Gordon Real Estate Platform

- Leading real estate investor for over 20 years
- Match capital with shifting opportunity set
- 58 investment professionals

U.S. Real Estate

- Over $6 billion of equity committed in over 330 transactions since 1993
- Opportunistic and core plus strategies
- Approximately 63% of transactions realized; 19% gross IRR on realized transactions[1]
- Results achieved using average of 55-60% leverage

Europe Real Estate

- Approximately $400 million of equity committed in 16 transactions since 2009
- Two realized transactions; 59% gross IRR[1]

Commercial Real Estate Debt

- Focus on CMBS securities
- Purchased over $12 billion of commercial real estate debt since 2006

Asia Real Estate

- Approximately $1.5 billion of equity committed in 48 deals since 2005
- One of the most active Western investors in Asia today – developed 22 million square feet of residential space (15,000 units) in China
- Approximately 46% of transactions realized; 16% gross IRR on realized transactions[1]
- Results achieved using approximately 40% leverage

Net Lease Real Estate

- Focus on below-investment grade sale-leasebacks
- Over $650 million of equity invested in 49 opportunities since 2006
- Annual distributions in excess of 8% to investors

1. *Percent realized is calculated based on the percentage of actual distributions that have been distributed through 12/31/13 over total actual/projected distributions from all investments acquired through 12/31/2013. Projected distributions are based on 12/31/2013 projections and only include the investments that were acquired through 12/31/2013. Gross IRR does not include net returns or the track record for unrealized transactions. U.S. realized transactions include transactions from non-Asia real estate funds. Asia realized transactions include transactions from AG Asia Realty Fund, AG Asia Realty Fund II, AG Realty Fund VI, AG Realty Fund VII, and AG Core Plus Realty Fund II. Europe realized transactions include transactions from AG Realty Funds VII and VIII.* ***The net IRRs based on liquidation of the funds at March 31, 2014 NAV are as follows – AG Realty Fund: 23%, AG Realty Fund II: 25%, AG Realty Fund III: 3%, AG Realty Fund IV: 8%, AG Realty Fund V: 26%, AG Realty Fund VI: 3%, AG Realty Fund VII: 13%, AG Realty Fund VIII: 12%, AG Core Plus Realty Fund: 17%, AG Core Plus Realty Fund II: 8%, AG Core Plus Realty Fund III: 16%, AG Asia Realty Fund: 6%, and AG Asia Realty Fund II: 20%.*** *Gross returns are calculated after deal level expenses and before deducting partnership expenses, management fees and carried interest if applicable. Past performance is not necessarily indicative of future results. There can be no assurance that any Angelo, Gordon & Co. fund achieves its objectives or avoids substantial losses.*

Section II.

OPPORTUNISTIC REAL ESTATE OVERVIEW

AG Investment Principles

- Focus on value creation, not financial engineering
- Underwrite conservatively
  - Assume limited rent growth and increasing cap rates on exit
- Capital preservation is foremost concern
- Buy and exit below replacement cost
- Focus on major markets
- Use modest leverage

AG's value-add approach, conservative underwriting and focus on downside protection enabled the real estate team to navigate the 2008 downturn exceptionally well

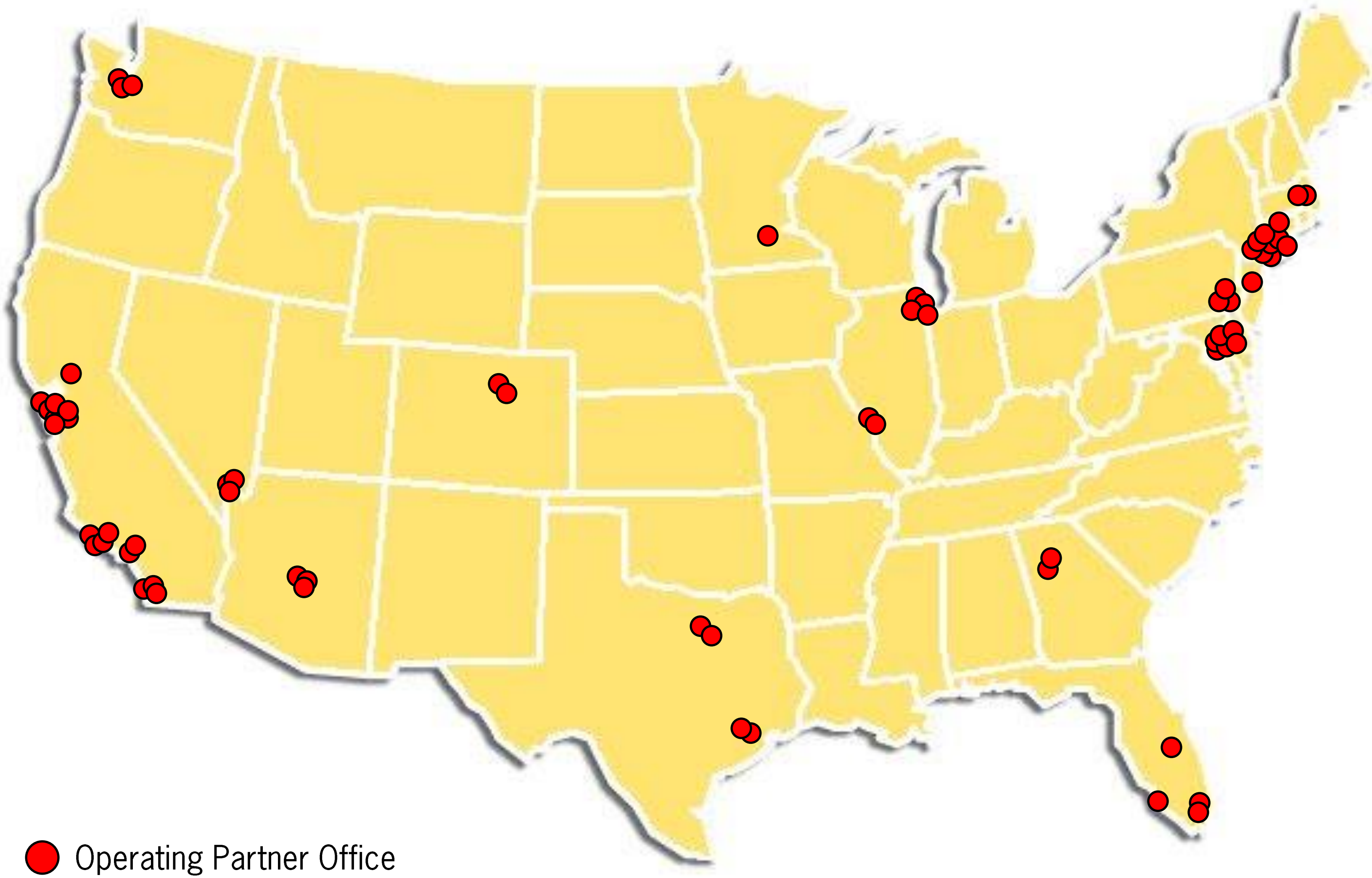
AG real estate

- Significant hands-on operating experience – unusual among fund managers
  - Key to successful value-add investing
  - Asset level experience helps us avoid investing in situations where under-performance cannot be corrected
- Viewed by market participants as a consistent, stable, long-term real estate investor. Our strong reputation has enabled AG to develop a loyal network, enhancing deal flow

Operating partner model: over 50 partners in each of the U.S. and Asia; over 15 in Europe

- Partnering with local real estate entrepreneurs allows us to invest with best in class partners in each market and property type
- Local operating partners more likely to find off-market or poorly marketed deal flow
- AG provides majority capital and has full control of all decisions
- Alignment of interests
  - AG fee structure aligned with its investors
  - AG is not driven by staffing concerns and can be disciplined in buying and nimble in selling

U.S. Operating Partner Coverage



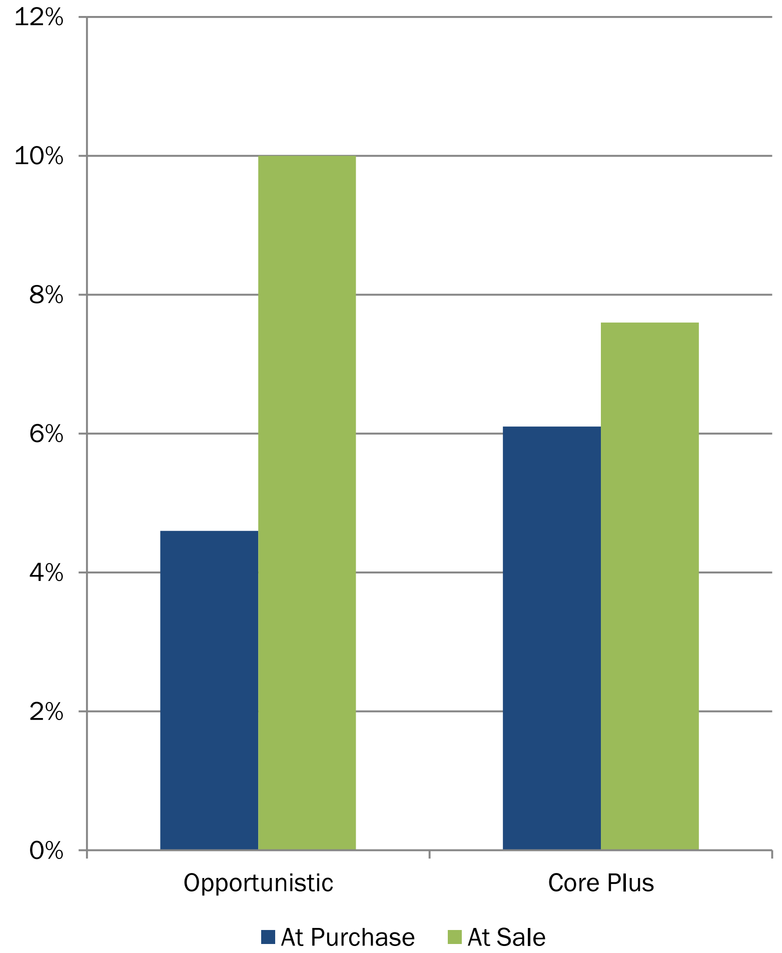
Value Creation – Summary of 2011-2013 U.S. Sales

Value Added Over Holding Period

Opportunistic	
# of deals	18
% change in NOI	144%
Change in occupancy	46% to 82%

Core Plus	
# of deals	15
% change in NOI	33%
Change in occupancy	88% to 95%

Yield on Cost



Note: Past performance is not necessarily indicative of future results. There can be no assurance that any Angelo, Gordon & Co. fund achieves its objectives or avoids substantial losses.

Performance – U.S. Focused Funds since 2000

($ in millions, as of March 31, 2014)

Long-term perspective with proven ability to navigate cycles

Fund	Inception Date	Fund Size	Capital Called	Capital Committed	Capital Distributed [(1)]	Fund Leverage[(2)]	Projected Gross IRR[(3)]	Projected Gross Multiple[(3)]	Net Equity Multiple Based on Liquidation at NAV[(4)]
Opportunistic:									
AG Realty Fund V	2001	$333	90%	90%	159%	N/A	32%	1.7x	1.6x
AG Realty Fund VI	2005	514	100%	100%	106%	43%	5%	1.2x	1.1x
AG Realty Fund VII	2007	1,257	94%	94%	94%	48%	20%	1.7x	1.4x
AG Realty Fund VIII	2011	1,265	67%	80%	6%	51%	23%	2.0x	1.2x
Core Plus:									
AG Core Plus	2003	$533	95%	95%	134%	61%	21%	1.6x	1.5x
AG Core Plus II	2006	794	95%	95%	98%	58%	11%	1.5x	1.3x
AG Core Plus III	2011	1,014	67%	72%	19%	59%	18%	1.9x	1.2x

(1) Distributions shown as a percentage of paid-in-capital

(2) Leverage is as of March 31, 2014.

(3) Projected Gross IRR reflects a dollar-weighted internal rate of return, compounded annually. Projected Gross IRR and Multiple are calculated after deal-level expenses and before Angelo, Gordon's management fees, carried interest and operating and organizational expenses associated with the fund. Projected returns reflect (i) historical cash flows through December 31, 2013 and (ii) projected cash flows through each investment's projected disposition date based on the December 31, 2013 projection model. While such projected performance is based on good faith assumptions that Angelo, Gordon believes are reasonable, there are many risk factors that could cause the assumptions of Angelo, Gordon to prove incorrect and actual conditions may differ from the underlying assumptions on which the applicable underwritten performance is based. Accordingly, the actual realized value of these investments may be materially different from the current projected performance contained herein. Angelo, Gordon has not consulted with independent third parties in determining projected cash flows for unrealized investments. For additional information on projected returns, assumptions and risk factors, please reference the Track Record Endnotes at the end of the presentation. ***The net IRRs based on liquidation of the funds at March 31, 2014 NAV are as follows: 26% for AG Realty Fund V, 3% for AG Realty Fund VI, 13% for AG Realty Fund VII, 12% for AG Realty Fund VIII, 17% for AG Core Plus, 8% for AG Core Plus II, and 16% for AG Core Plus III.*** *This methodology does not take into account expected value to be added over the holding period of the asset.*

(4) Assumes hypothetical liquidation of the fund on March 31, 2014 at the NAV. AG Realty Fund III is a tax basis fund and the NAV was estimated as of quarter-end. This methodology does not take into account expected vale to be added over the holding period of the asset.

Note: Please refer to Section III for a complete track record.

U.S. Real Estate Investment Team

Real Estate Professionals	Title	Responsibility	Office	Years at AG	Years of Experience
Adam Schwartz	Managing Director	Head of U.S./Europe	New York	14	17
Reid Liffmann	Managing Director	Portfolio Management – U.S./Europe	New York	4	27
Michael Chang	Managing Director	Boston Area/Special Situations	New York	13	13
Dana Roffman	Managing Director	New York Tri-state Area	New York	20	25
Christina Lyndon	Director	Mid Atlantic Region	New York	8	11
Chris Oka	Director	U.S./Europe Hotels and Florida	New York	<1	11
Matt Jackson	Vice President	Texas/Southeast Region (excluding FL)	New York	5	7
Ryan Klenovich	Vice President	Midwest Region	New York	4	5
Danny Rudin	Vice President	New York Tri-state Area	New York	5	7
4 Add'l Inv. Professionals	Analyst/Associate	Support NY Office	New York		
Will Abbate	Managing Director	Western Region	Los Angeles	12	16
Steve White	Managing Director	Western Region	Los Angeles	11	16
Louis Friedel	Vice President	Orange County/National Homebuilding	Los Angeles	8	10
Allan Sternberg	Vice President	Southwest Region	Los Angeles	6	9
2 Add'l Inv. Professionals	Analyst/Associate	Support L.A. Office	Los Angeles		

Purchase sub-performing and distressed assets which benefit from Angelo, Gordon's value-add approach to repositioning and stabilizing properties.

- **Gross target returns*:** 20%
- **Leverage:** 55-65%
- **Holding period:** Typically 3-5 years

* *The Fund manager intends to assemble a portfolio of investments that is capable of achieving a gross IRR of 20%. The expected return is based on current market conditions, is subject to change and should not be regarded as a representation, warranty or prediction that the fund will achieve or is likely to achieve any particular result or that investors will be able to avoid losses. Actual returns to investors will be reduced by fees, expenses and carried interest.*

Opportunistic Asset and Market Attributes

Broad array of property types and locations

- Four main property types plus for-sale housing, nursing homes, self-storage, etc.
- Focused on ability to stabilize and exit
- Predominately located in largest U.S. markets

Significant value-added upside

- Expect significant value-add component
- Extensive capital improvements and leasing required
- Avoid overly complicated and long-dated repositionings

Distressed opportunities

- Debt/equity in need of restructuring
- Requires expertise in bankruptcy and local foreclosure procedures
- Access opportunities through lending relationships

Below replacement cost pricing

- Expect to create end-product at significant discount to replacement cost and competition – lowest cost producer

Note: There can be no assurance that Angelo, Gordon achieves its objectives or avoids substantial losses.

AG Realty Fund VIII Update

Note: These selected examples may not be representative of all transactions of a given type or of investments generally, both with respect to performance and operating metrics, and there can be no assurance that Angelo, Gordon will make comparable or equally successful investments in the future. These examples were selected in order to show a variety of locations and property types, and both seasoned deals and newer purchases.

AG Realty Fund VIII Status: Contra Costa County Employees Retirement Association
(As of 3/31/14)

Fund inception:	2011
Capital committed:	$80,000,000
Capital calls:	70.75% to date ($56,600,000) Approx. 20% projected in the remainder of 2014
Distributions:	10.1%(1) ($5,696,865)
Investment status:	Purchased 54 assets; currently investing
Sales:	Sold 3 assets
Leverage:	51% (estimate as of 3/31/14)
Projected gross IRR:	23%(2) (as of 12/31/13)

(1) Distribution percentage shown is of paid-in-capital.
(2) Projected data set forth above is subject to certain risks and uncertainties, including further deterioration of real estate values in the markets in which we compete, changes in interest rates, unavailability of real estate financing, deterioration of the economy and other factors. Accordingly, while firm management believes the assumptions underlying the projected data are reasonable, actual results could differ materially from projected results, and thus no reliance should be placed on the above projected data.

AG Realty Fund VIII: Transactions

(As of 3/31/14 – UNAUDITED)

AG Realty Fund VIII Overview			
Final closing date	29-Feb-12		
Investment period end date	31-Jan-15		
Total capital committed	$1,265,000,000		
Total capital called	846,789,556	66.9%	Fund average[2]
Uncalled capital	418,210,444	33.1%	
Recallable capital[3]	18,205,395	1.4%	
Total capital distributed	48,184,984	3.8%	of committed capital[2]
		5.7%	of paid-in capital[2]

AG Realty Fund VIII Projection as of 12/31/13	
Gross IRR	23%
Net IRR	N/A
Net Multiple	N/A

Based on Liquidation at 3/31/14 NAV	
Net IRR	12%
Net Multiple	1.2

Fully Realized Transactions

Property	Description	Date Purchased	Date Sold	Gross IRR[4]	Equity Invested	Profit[5]
Storage Masters Self Storage Portfolio	$20.6mm first mortgage secured by 4 self-storage assets located in FL and MO	Mar-11	Dec-12	86%	$3,718,836	$6,988,193
Value Place II Portfolio	$24mm senior loan secured by 6 Value Place extended stay hotels (726 rooms) located in GA and SC	Mar-11	Jul-13	36%	$3,508,525	$2,103,592
Churchgate and Lee Houses[6]	Two office buildings totaling 249,469 sf located in Manchester, UK	Sep-12	Mar-14	53%	$17,578,411	$15,350,529
Total Fully Realized				**59%**	**$24,805,773**	**$24,442,313**

Partially Realized Transactions

Property	Description	Date Purchased	Net Cash Basis[7]	Market Value (NAV)[8]	Debt Balance	Projected Gross IRR (as of 12/31/13)[4]	Projected Gross Multiple (as of 12/31/13)
Windermere Trails	435 acre property; 839 residential lots (268 finished and 571 partially finished lots) located in Windermere, FL	Nov-11	($8,711,959)	$1,797,106	$0	62%	1.7
Project Gain	562,785 sf office property which represents a 58% condominium interest in the 970,000 sf complex located in Hong Kong, China	Sep-12	315,370	6,257,883	2,416,873	72%	2.2
Frimley Business Park[9]	161,030 sf office park located in Frimley, UK	Nov-11	10,764,763	12,899,906	4,363,695	19%	1.7

AG Realty Fund VIII: Transactions (cont'd)

(As of 3/31/14 – UNAUDITED)

Unrealized Transactions							
Property	Description	Date Purchased	Net Cash Basis[7]	Market Value (NAV)[8]	Debt Balance	Projected Gross IRR (as of 12/31/13)[4]	Projected Gross Multiple (as of 12/31/13)
A&M Land Portfolio	Senior loan secured by 9 acres of coastal land planned for 162 market-rate townhomes (deed-in-lieu of foreclosure in 3Q'11) located in Dana Point, CA (Doheny Village)/ 935 residences in a 1,232 lot golf and residential master planned community located in Athens, GA (The Georgia Club)	Mar-11/Sep-11	$22,160,995	$28,977,503	$2,537,501	18%	2.3
Pacific Properties Portfolio	PBN Building: 90,504 sf office building loacted in Honolulu, HI Valencia Corporate Center: 194,628 sf office (3 buildings) located in Santa Clarita, CA	Apr-11/Aug-11	15,314,168	24,912,750	24,812,416	16%	1.6
The Printing House	104 rental apartments in a 184-unit building located in New York, NY	Apr-11/Jan-12	21,641,220	42,241,364	3,996,827	26%	1.9
City Square	Three high-rise office towers totaling 723,548 sf located in Phoenix, AZ	May-11	19,699,369	21,855,204	29,283,742	18%	2.2
Trinity Square[9]	Two office buildings totaling 117,264 sf located in Hounslow, UK	May-11	10,728,772	10,857,901	13,707,734	21%	1.7
Pinewood Chase	492-unit garden apartment community consisting of 36 buildings located in Suitland, MD	May-11	14,997,752	18,344,276	20,612,231	18%	1.8
Riverdale Crossing	5.2-acre development site for the construction of a 151,000 sf retail center located in Riverdale, NY	Aug-11	22,186,761	38,610,113	33,444,479	33%	2.0
Columbia Centre	Three office buildings totaling 609,247 sf located in Rosemont, IL	Aug-11	14,589,551	21,742,452	34,869,918	23%	1.8
Seokchon Lake Residential Development[9]	193,678 sf high-rise development site for 257 residential condominium units and ground-floor retail on the 26,448 sf of land located in Seoul, Korea	Sep-11	1,454,969	2,019,083	1,010,649	13%	1.5
Denver Apartment Portfolio	Four garden-style apartment properties with 1,112 rental units located in Denver, CO	Nov-11	11,844,867	31,289,857	36,490,898	39%	2.3
Palo Alto Hotel	Leasehold interest in an 86-room boutique hotel located in Palo Alto, CA	Nov-11	20,542,251	22,308,391	0	20%	1.4

AG Realty Fund VIII: Transactions (cont'd)

(As of 3/31/14 – UNAUDITED)

Unrealized Transactions (continued)							
Property	**Description**	**Date Purchased**	**Net Cash Basis[7]**	**Market Value (NAV)[8]**	**Debt Balance**	**Projected Gross IRR (as of 12/31/13)[4]**	**Projected Gross Multiple (as of 12/31/13)**
Phoenix Recapitalization Portfolio	31-story high-rise office tower totaling 368,729 sf (U.S. Bank) located in Phoenix, AZ / 218,694 sf office building situated on 19 acres (Black Canyon) located in Phoenix, AZ	Dec-11 / Sept-12	8,256,663	31,065,600	35,935,170	56%	2.9
Suncrest Shopping Center	75,152 sf retail redevelopment with entitlements for 35,000 additional sf located in Los Angeles, CA	Jan-12	13,445,768	14,722,107	17,074,114	24%	2.2
Project King[9]	510,218 sf Class A office, retail and residential property which represents a 76% condominium interest in the 673,000 sf mixed-use complex located in Tokyo, Japan	Mar-12	8,032,489	13,325,051	19,368,996	26%	2.0
The Haven	660-unit apartment community located in Tempe, AZ	May-12	11,738,394	14,717,809	28,467,618	20%	1.8
SCFB Mixed-Use Project[9]	78,572 sf development site currently encumbered by an office building located in Seoul, Korea	May-12	4,569,834	8,120,308	0	24%	1.6
Project BC[9]	21,503 sf redevelopment site currently encumbered by an office/retail building located in Tokyo, Japan	Jun-12	9,036,687	17,422,954	10,697,852	32%	2.0
Executive Plaza	Two-building office complex totaling 328,457 sf located in North Bethesda, MD	Jun-12	14,229,279	14,069,811	18,432,725	15%	2.1
8899 Beverly Boulevard[10]	9-story, 85,615 sf office/retail building located in West Hollywood, CA	Jul-12	18,088,866	21,161,185	17,775,246	20%	2.1
Plano Corporate Center	Two 3-story office buildings totaling 308,038 sf located in Plano, TX	Aug-12	8,770,628	10,161,540	22,090,930	17%	1.9
San Diego Portfolio	Seven properties including office, R&D/flex, life sciences, and industrial space, totaling 496,029 sf located in San Diego, CA	Jul-Sep-12	24,697,316	27,866,928	29,368,643	18%	2.2
1102 Grand Avenue	194,359 sf colocation/interconnection facility located in Kansas City, MO	Oct-12	13,708,380	15,571,171	14,292,775	25%	2.5
Three Corners Portfolio	Three garden-style apartment properties totaling 1,104 units located in Houston, TX	Oct-12	11,892,018	14,801,602	27,422,115	26%	2.8

Unrealized Transactions (continued)							
Property	Description	Date Purchased	Net Cash Basis[7]	Market Value (NAV)[8]	Debt Balance	Projected Gross IRR (as of 12/31/13)[4]	Projected Gross Multiple (as of 12/31/13)
600 B Street	24 story, Class B office building totaling 359,972 sf located in San Diego, CA	Dec-12	16,350,069	13,762,152	26,736,223	18%	1.9
333 Main Street	68,496 sf mixed-use project located in Park City, UT	Dec-12	4,934,628	5,234,830	6,923,201	25%	1.7
Princeton Pike Corporate Center	800,546 sf eight building office park located in the Greater Princeton area, NJ	Feb-13	27,716,672	33,367,377	69,414,362	20%	2.0
GS Office Tower[9]	429,563 sf Class B office building and separate 12-story parking garage located in Seoul, Korea	Mar-13	6,710,477	8,099,604	15,884,013	23%	1.9
Asia House[9]	7-level, 15,913 sf office building located in London, UK	Mar-13	3,236,449	7,625,827	5,900,513	33%	1.7
777 South State Street	330-unit/882 bed student housing complex with 19,069 sf of retail located in Chicago, IL	Apr-13	12,668,814	17,073,721	37,343,672	23%	2.1
Charlton Street	Leasehold interest of residential development site planned for 131,000 fair market sf and 33,000 affordable housing sf located in New York, NY	May-13	26,208,826	27,591,876	18,633,017	20%	1.8
The Food Emporium	Leasehold interests of two sites currently operating as grocery stores totaling 30,501 ground floor sf plus 7,781 below grade sf located in New York, NY	Jul-13	15,123,925	11,318,779	32,421,450	19%	1.7
360 North Michigan Avenue[10]	252,000 sf office building planned for a 457-room hotel and 22,900 sf of retail located in Chicago, IL	Jul-13	47,728,881	48,336,249	0	23%	2.0
Providence Biltmore Hotel	294-room full service hotel located in Providence, RI	Aug-13	10,124,307	9,599,284	12,720,140	22%	1.9
Industry City	16 industrial and mixed-use buildings totaling 6 million sf and 35 acres located in Brooklyn, NY	Aug-13	12,941,405	13,292,194	31,406,158	20%	2.4
Siemens Headquarters[9]	286,387 sf industrial/office property located in Greater Zurich, Switzerland	Sep-13	7,788,367	8,520,637	11,825,755	19%	1.9
Calabasas Corporate Center	323,888 sf seven building office park located in Calabasas, CA	Nov-13	13,518,896	13,247,060	23,295,412	18%	1.9

AG Realty Fund VIII: Transactions (cont'd)

(As of 3/31/14 – UNAUDITED)

Property	Description	Date Purchased	Net Cash Basis[7]	Market Value (NAV)[8]	Debt Balance	Projected Gross IRR (as of 12/31/13)[4]	Projected Gross Multiple (as of 12/31/13)
Unrealized Transactions (continued)							
Shanghai Amenity Garden	719,528 sf serviced apartments located in Shanghai, China	Nov-13	31,136,331	30,416,517	45,883,305	23%	1.8
24 King William Street[9]	63,127 sf office building located in London, UK	Nov-13	12,574,863	12,796,422	28,736,973	24%	1.8
Project KLV[9]	128,400 sf retail and office complex located in Kyoto, Japan	Dec-13	2,335,883	2,291,319	4,136,145	20%	1.8
Project Sophia[9]	322,689 sf Class A office and retail complex located in Tokyo, Japan	Dec-13	4,307,282	4,288,297	10,117,414	22%	1.7
13-19 Leinster Square[9][10]	Conversion of 42,000 sf hotel into 16 residential units located in London, UK	Dec-13	54,182,974	55,159,268	0	21%	1.7
1315 3rd Street Promenade	27,500 sf retail/office building located in Santa Monica, CA	Dec-13	7,452,932	7,476,942	9,046,185	19%	1.9
New Seokchon Lake[9][11]	257-unit high-rise residential development located in Seoul, South Korea	Jan-14	2,601,952	2,528,965	3,034,171	23%	1.8
Hannam Residential Development[11]	Loan secured by a 272-unit residential development project located in Seoul, South Korea	Jan-14	2,882,054	2,961,814	3,889,962	21%	1.9
Project Anna[9][11]	1,610 residential apartments located in North Rhine Westphalia, Germany	Jan-14	14,726,506	15,063,445	43,084,026	21%	2.1
Grande Pines[11]	206-acre property to be re-entitled for mixed-use located in Orlando, FL.	Feb-14	11,567,653	11,491,141	8,502,237	24%	1.7
Project Fotan[11][12]	Residential development site with a buildable gross floor area of 26,846 sf located in Hong Kong	Feb-14	2,847,832	2,849,333	0	22%	1.8
Cider Mill[11]	864-unit garden style apartment complex on approximately 43 acres located in Montgomery Village, MD	Feb-14	26,300,018	26,480,801	63,570,400	20%	2.0
Total Partially Realized and Unrealized			**$701,963,167**	**$877,993,709**	**$960,977,881**		

Unrestricted Cash Balance	**$11,986,744**
Restricted Cash Balance	**8,202,062**
Real Estate Deposits	**3,168,397**
Other Assets[13]	**349,238**
Currency Hedges	**(5,177,511)**

Past performance is not necessarily indicative of future results.

(1) The 'AG Realty Fund VIII Overview,' the 'AG Realty Fund VIII Projection' and the 'Based on Liquidation' sections include all three parallel funds. All other information represents two of the partnerships (AG Realty Fund VIII, L.P. and AG Realty Fund VIII (A), L.P.) only and excludes the remaining partnership (AG Realty Fund VIII (Cayman), L.P.).

(2) Total capital called and Total capital distributed percentages are based on the fund taken as a whole; individual LP percentages may vary.

(3) Represents the return of invested capital from distributions made during the Commitment Period.

(4) Internal rate of return (IRR) is the annualized implied discount rate that equates the present value of all the appropriate cash inflows associated with an investment with the sum of the present value of all the appropriate cash outflows accruing from it and the present value of the unrealized residual investment, where applicable. Gross IRR represents the returns before partnership expenses, management fees and performance fees/allocations.

(5) Profit is the sum of all cash flows in and out of the property and includes estimated future proceeds.

(6) Gross IRR and profit include foreign currency hedge proceeds.

(7) Net Cash Basis is the sum of actual fund cash in and out of the property. A negative net cash figure represents distributions received in excess of cash invested.

(8) Market Value (NAV) reflects the estimated unaudited market value of the fund's book basis as defined under GAAP and is subject to change.

(9) A foreign currency hedge is in place for this investment, which is not included in the NAV. Projected gross IRR and multiple include foreign currency hedge value.

(10) A portion of the Net Cash Basis and Market Value consist of a temporary bridge loan provided to the joint venture by the fund.

(11) Originally underwritten Gross IRR and Gross Multiple.

(12) A portion of the Net Cash Basis and Market Value consist of a temporary bridge loan provided to the joint venture by the fund. We closed on debt financing in 2Q'14; AG's temporary bridge loan was paid down in 2Q'14.

(13) Other Assets represent projected future proceeds applicable to realized assets.

Projected data set forth above is subject to certain risks and uncertainties, including further deterioration of real estate values in the markets in which we compete, changes in interest rates, unavailability of real estate financing, deterioration of the economy and other factors. Accordingly, while firm management believes the assumptions underlying the projected data are reasonable, actual results could differ materially from projected results, and thus no reliance should be placed on the above projected data.

Deal Flow

Note: These selected examples may not be representative of all transactions of a given type or of investments generally, both with respect to performance and operating metrics, and there can be no assurance that Angelo, Gordon will make comparable or equally successful investments in the future. These examples were selected in order to show a variety of locations and property types, and both seasoned deals and newer purchases.

Characteristics of Expected Deal Flow

- AG expects deal flow over next 3-5 years to be similar to 2013 acquisitions
- Inefficiencies persist and we believe the AG model will allow us to buy attractive assets even in the most liquid and competitive markets

2013 Acquisitions

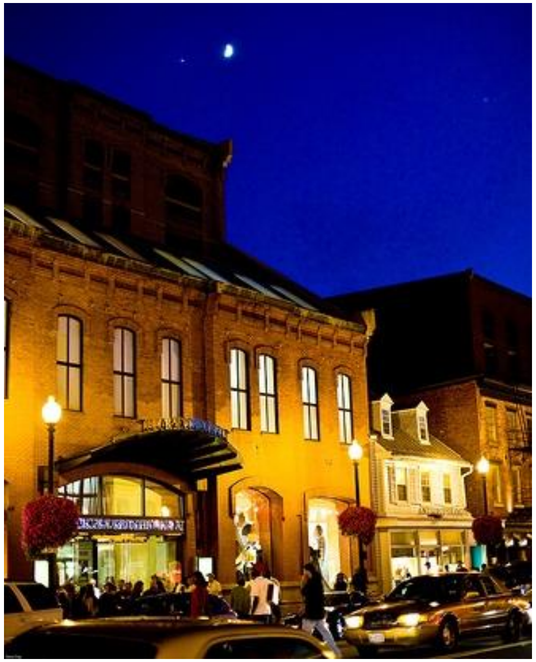
	Opportunistic	Core Plus	Total
# of deals	13	9	22
AG peak equity (millions)	$327	$222	$549
Deals acquired from or involving lender	3	2	5
Off-market or busted process	10	4	14
% of replacement cost	45%	52%	49%
Going-in yield	N/A	6.8%	N/A
Levered yield	N/A	10.6%	N/A

Acquisitions by MSA for U.S. Properties*			
New York City	4	Dallas	1
Los Angeles	4	Las Vegas	1
Chicago	2	Minneapolis	1
Atlanta	1	Providence	1
Boston	1	San Francisco	1

** The other five deals were bonds or purchases made in Europe or Asia.*
Note: There can be no assurance that Angelo, Gordon will be able to source such investments upon attractive terms or at all.

Georgetown Park

Property:	Senior loan secured by 308,000 square feet of retail and office
Location:	Washington, DC
Purchase Date:	July 2010
Seller:	Bankrupt financial institution
Purchase Price:	$59.2 million
Price per SF:	$159*
AG Peak Equity:	$26.6 million



Investment Opportunity at Acquisition:

- Acquired senior loan at 86% of OPB
- Took control of the real estate through deed in lieu of foreclosure
- Irreplaceable location in one of the highest barrier to entry retail markets in the United States
- Low basis will result in expected stabilized unleveraged yield of over 10%

Significant Activity to Date:

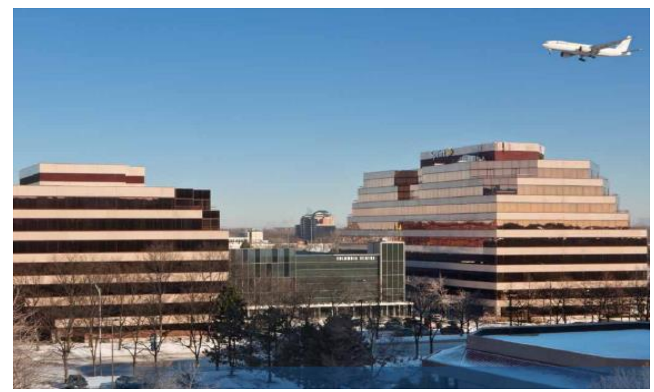
- Property sold in August 2014 for $272.5 million
- In Q2'11 settled litigation involving the property and lis pendens encumbering the title was released, clearing way to proceed with redevelopment plans
- Base building construction commenced early Q2'12 and was completed on budget in late 2013
- Executed leases for over 150,000 square feet of space with TJ Maxx, J. Crew, H&M, DSW and Pinstripes; property 92% leased
- Property developed to a 9% yield on all in basis of $148.0 million

Realized gross IRR:**	**37%**
Realized gross multiple:**	**2.9x**

** Assumes 373,000 square feet upon redevelopment.*

*** Represents an estimate. Past performance is not necessarily indicative of future results. There can be no assurance that any Angelo, Gordon fund achieves its objectives or avoids substantial losses. Gross returns are calculated after deal level expenses and before deducting partnership expenses, management fees and carried interest if applicable.* ***This investment was made in AG Realty Fund VII which has a fund-level net IRR of 13% and net multiple of 1.4x based on liquidation at March 31, 2014 NAV. The investment level gross multiple based on liquidation at March 31, 2014 NAV is 1.9x.***

Property:	Three suburban office buildings totaling 609,247 sq. ft.
Location:	Rosemont, IL
Date Purchased:	August 2011
Seller:	Short sale/Recapitalization
Purchase Price:	$37 million
Price per SF:	$61
Projected Equity:	$18.6 million



Investment Opportunity:

- Partner with existing owner to acquire senior loan at 56% of UPB – wipe out all equity
- Property acquired at 9% going-in cap rate based on 67% occupancy and at 60% discount to prior owner's basis
- Low basis will create opportunity to undercut market on rental rates and capture disproportionate market share
- Under firm contract for sale – close expected by end of September
- During our ownership we completed over 295,000 sq. ft. of new leasing and 82,000 sq. ft. of renewals. We leased the property to 94% and developed to a 11.5% yield on cost

Underwritten gross IRR*:	24%
Underwritten gross multiple*:	1.8x

* *Gross returns are calculated after deal level expenses and before deducting partnership expenses, management fees and carried interest if applicable.*

360 N. Michigan

Property:	252,000 sq. ft. office building planned for a 457-room hotel and 22,900 sq. ft. of retail
Location:	Chicago, IL
Date Purchased:	July 2013
Seller:	Off-market/private owner
Purchase Price:	$53.0 million
Price per Key/SF:	$67,800/key (hotel); $958/sf (retail)
AG Peak Equity:	$66.3 million

Investment Opportunity at Acquisition:

- Off-market acquisition of an iconic office building and vacant parking lot located in prime location at the corner of Michigan Avenue and Wacker Drive
- Plan to complete a gut renovation and conversion of the existing structure into hotel, construct additional rooms and meeting space on the adjoining parking lot to the west of the existing building and lease-up or sell the first two floors of the existing building as retail
- Renovated basis will be under $300,000 per key for a full-service, 4-star hotel

Significant Activity to Date:

- Tested investor demand on the retail portion of the asset and received a number of qualified offers, but ultimately decided it was in the project's interest to hold the retail component
- In negotiations with a major flag to do a soft brand franchise as underwritten
- Hired Simeone Deary as lead interior designer, Goettsch Partners as the architect of record and W.E. O'Neil as the general contractor for the project
- Closed the debt financing in Q2'14 at rates and proceeds in-line with underwriting

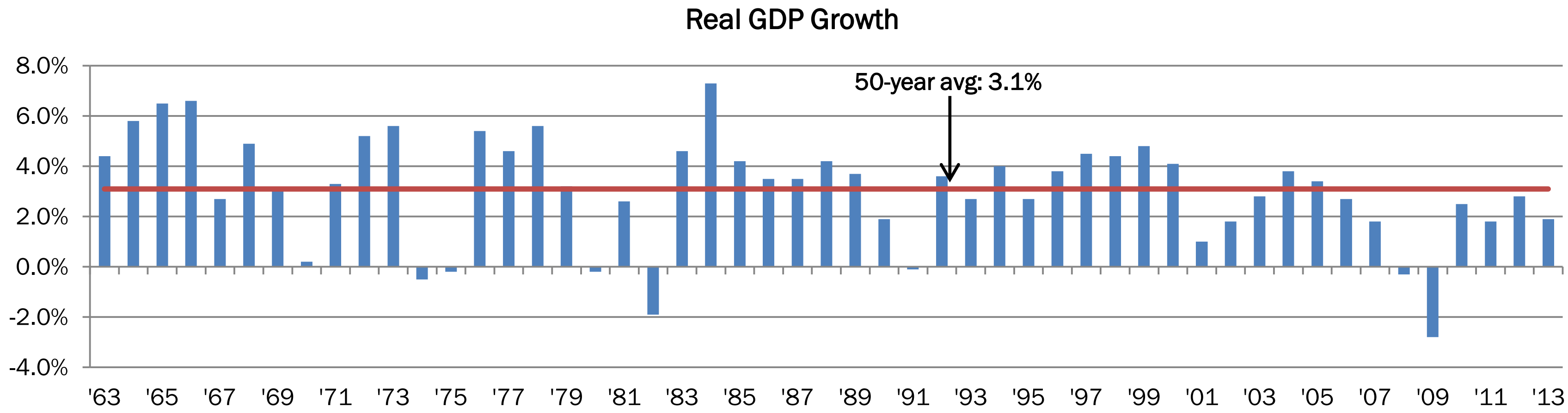
12/31/13 projected gross IRR*:	23%
12/31/13 projected gross multiple*:	2.0x

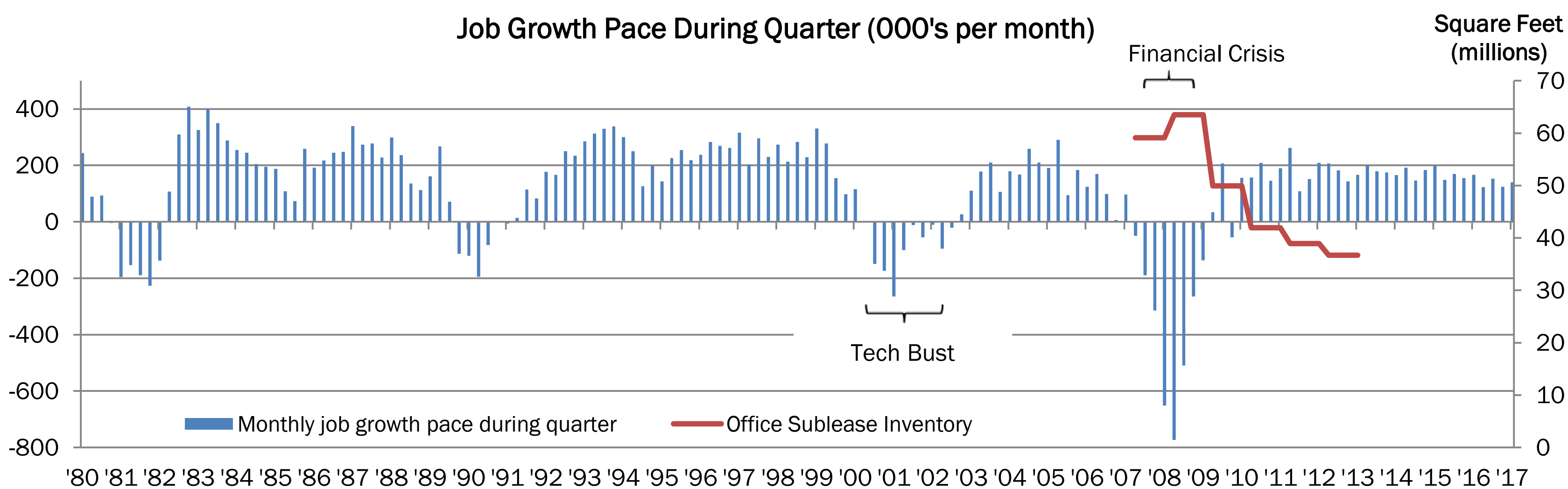
** Past performance is not necessarily indicative of future results. There can be no assurance that any Angelo, Gordon fund achieves its objectives or avoids substantial losses. Gross returns are calculated after deal level expenses and before deducting partnership expenses, management fees and carried interest if applicable.* ***This investment was made in AG Realty Fund VIII which has a fund-level net IRR of 12% and net multiple of 1.2x based on liquidation at March 31, 2014 NAV. The investment level gross multiple based on liquidation at March 31, 2014 NAV is 1.0x.***

U.S. Market Overview

Note: The information contained herein discusses general market activity, industry or sector trends, or other broad-based economic, market or political conditions and should not be construed as research or investment advice.

Key Demand Drivers: GDP Growth and Employment

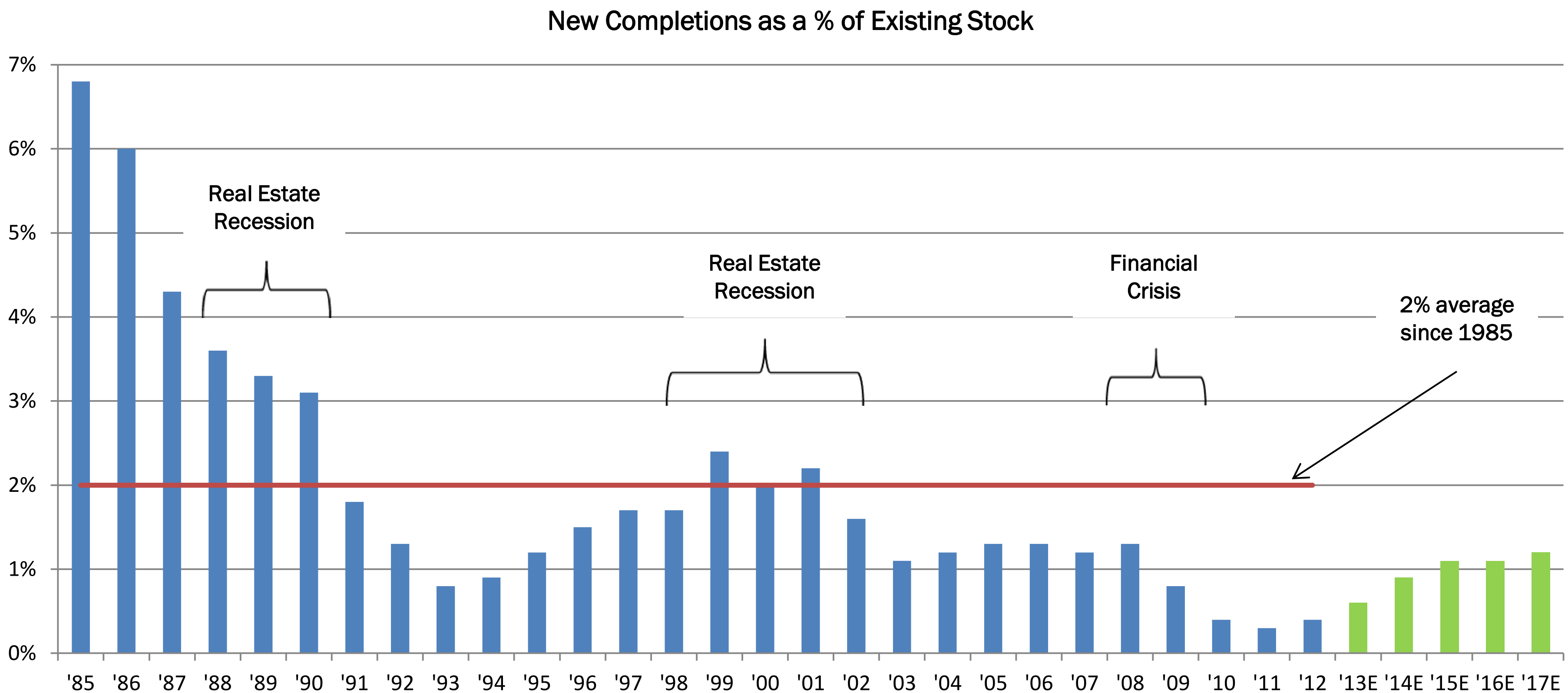




Sources: Bureau of Economic Analysis (Mar '14) (top); Job growth pace per Bureau of Labor Statistics and estimates are Green Street Advisors (Nov '13) and office sublease inventory per Co-Star Property (Mar '14) (bottom).

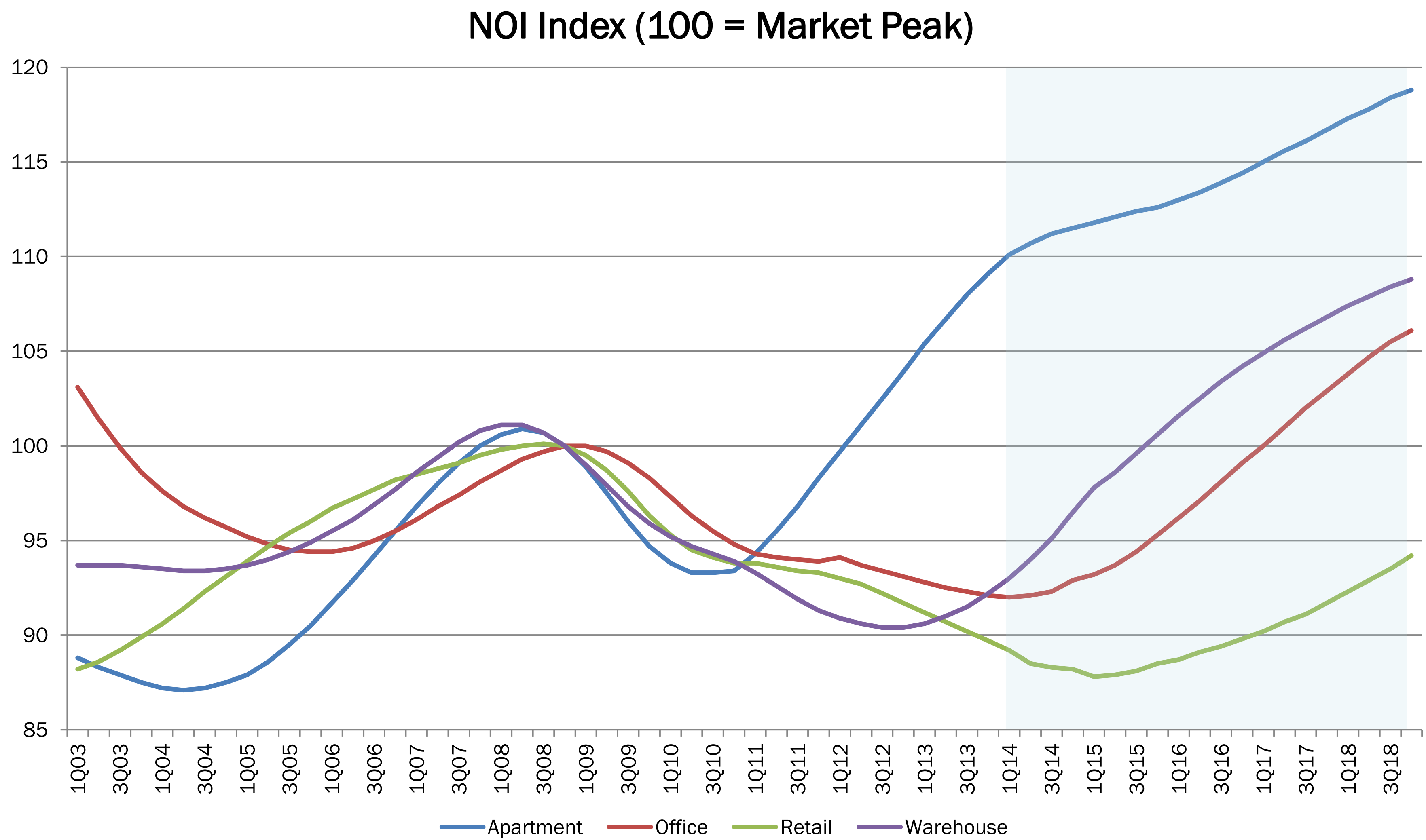
Historically Low Supply: Major Positive

- Most recent downturn not preceded by overbuilding
- New construction is at a multi-generational low



Sources: Green Street Advisors (Nov '13). Note: Supply growth is an equal-weighted average of the five major property sectors: apartment, industrial, mall, office and strip center.

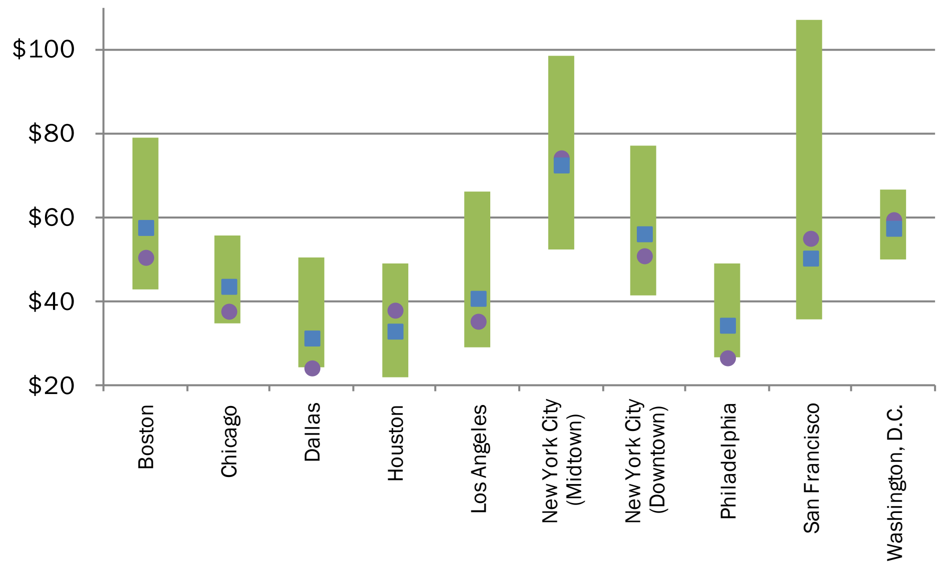
NOI Growth Set to Accelerate



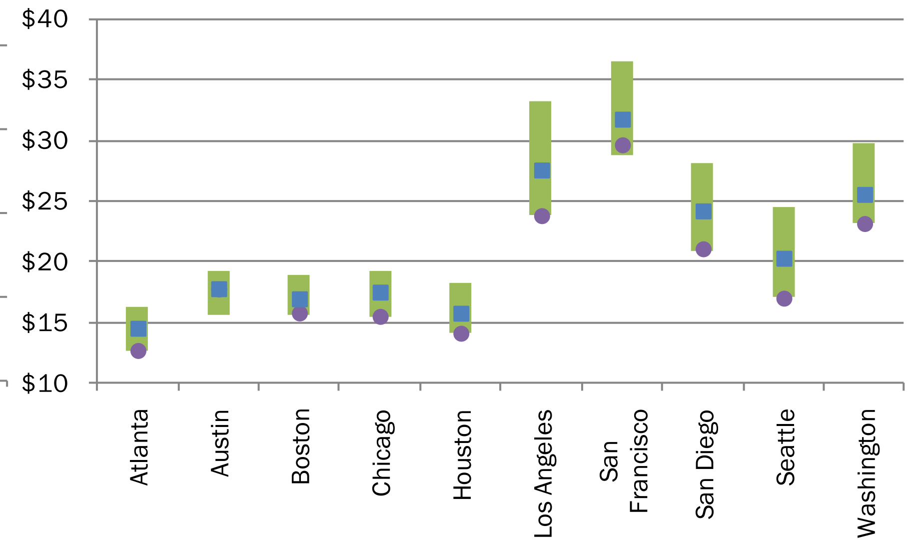
Source: PPR forecasts, Morgan Stanley Research (August 2014)

Potential Upside in Fundamentals

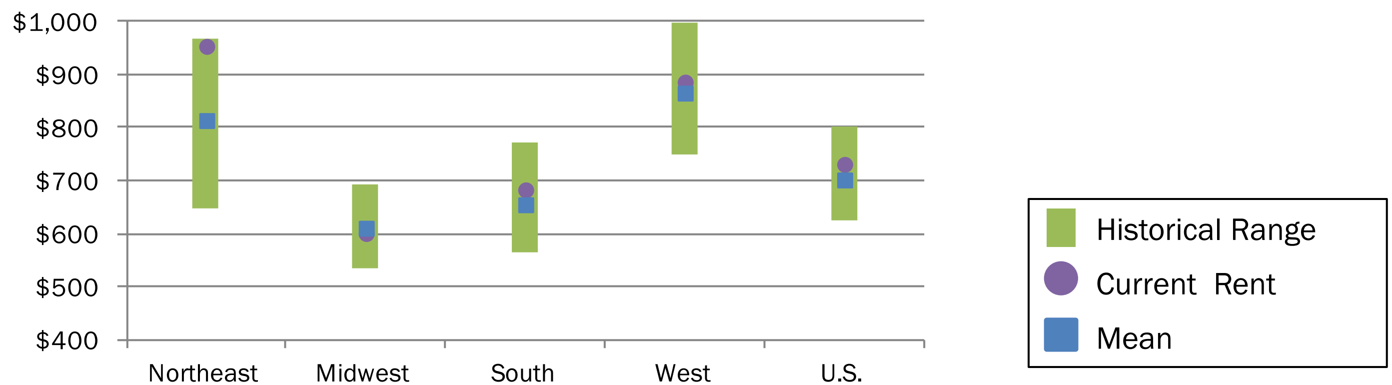
Inflation Adjusted Class A Office Rents (1984-2013)



Inflation Adjusted Retail Real Rents (1984-2013)

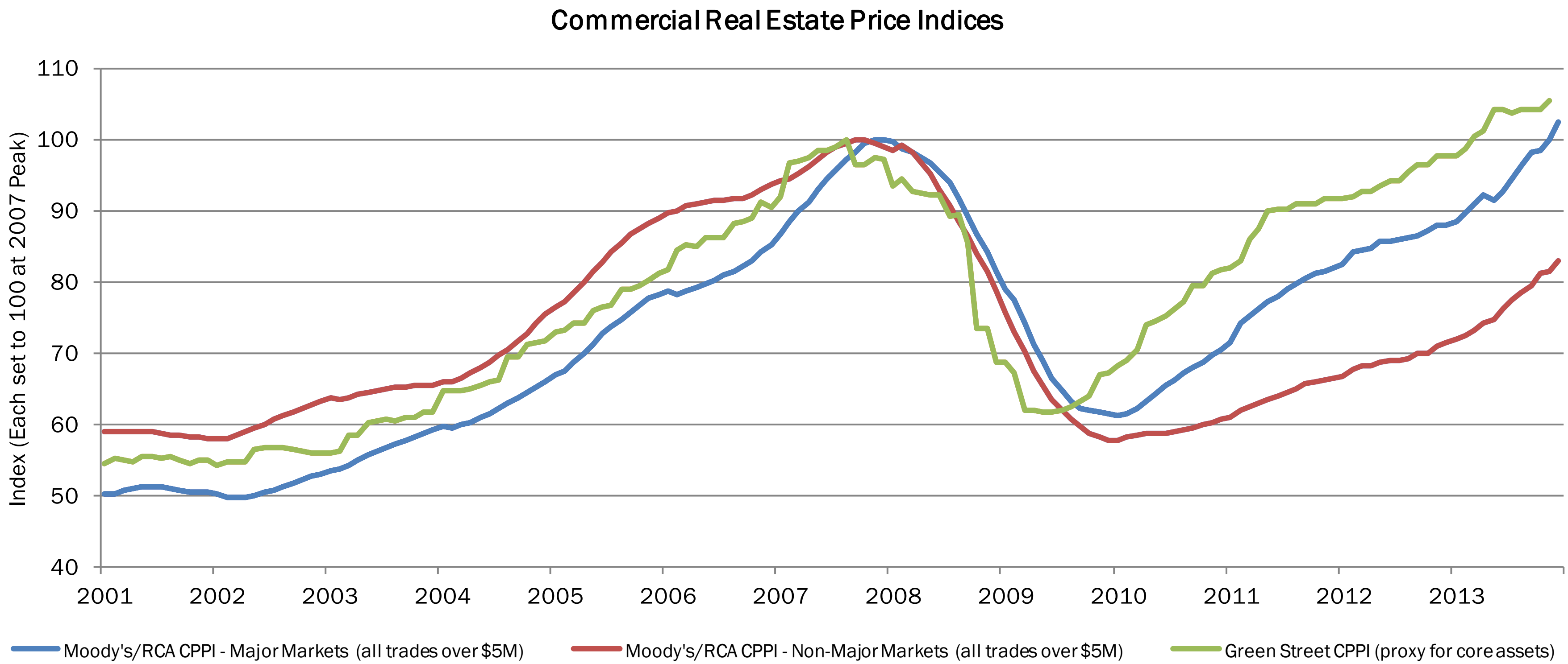


Inflation Adjusted Regional Multifamily Real Rents (1994-2013)



Source: Cushman and Wakefield, Linneman Associates (top graphs) and Census/Housing Vacancy and Homeownership Survey, Linneman Associates (bottom graph) (Jan'14).

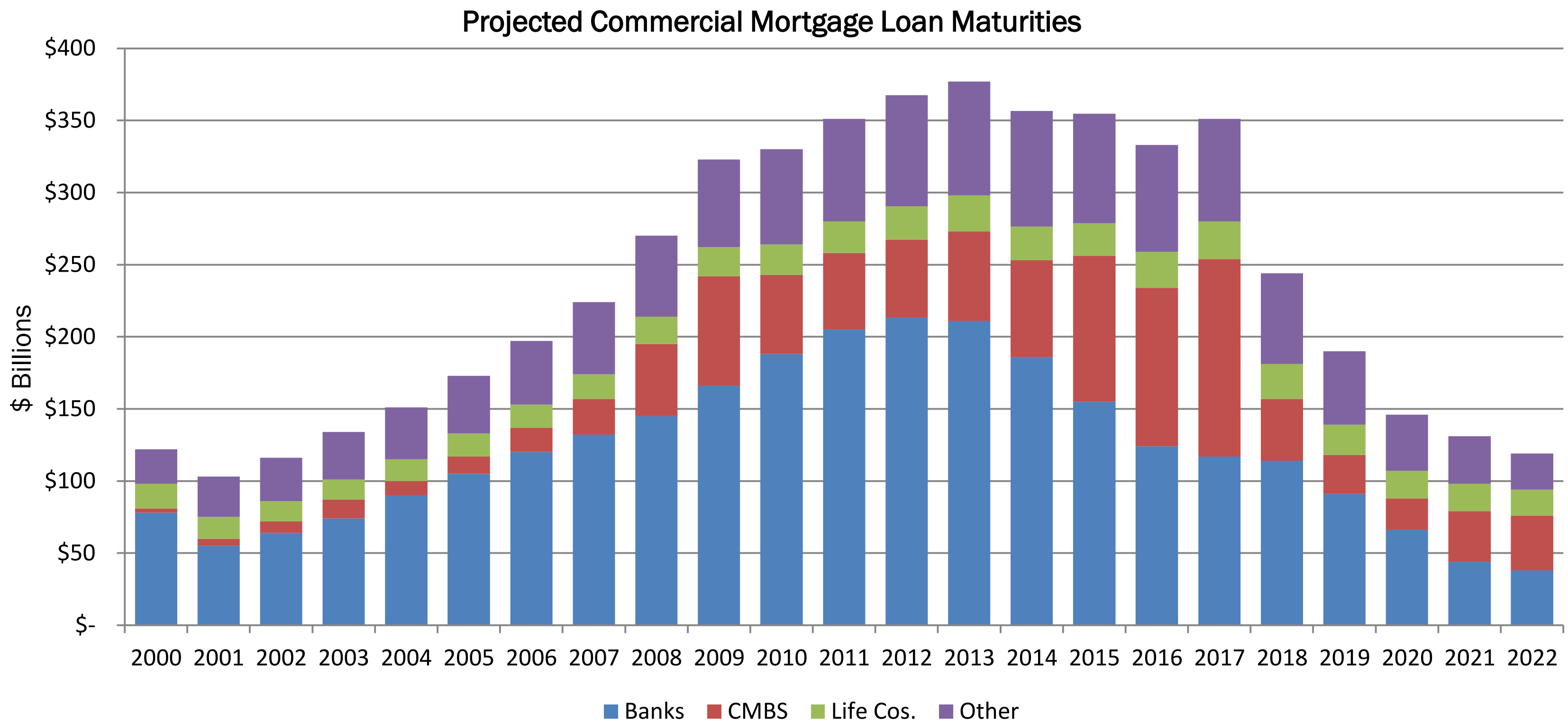
- First tier markets back to or exceeding 2007 levels
- Valuations in secondary markets still lagging first tier
- With values recovering, focus on value creation is critical for future success



Sources: Moody's – Commercial Property Price Index (Moody's CPPI) (data through Dec '13), Green Street Advisors – Commercial Property Price Index (Green St CPPI) (data through Nov '13). Note: For this chart, both indices were indexed to 100 at their 2007 peaks: Green St CPPI (Aug '07) and Moody's CPPI (Dec '07 – Major Markets and Sep '07 – Non-Major Markets). Note: Major markets include Boston, Chicago, Washington D.C. Metro, Los Angeles Metro, New York City Metro and San Francisco Metro.

While Prices Are Up, Worst Vintage Loans Approaching Maturity

- 65% of distressed assets have been resolved or restructured – $140 billion remains
- Approximately $1 trillion of loans maturing over next three years – CMBS peaking
- Significant opportunity to access 2005-2007 vintage loan maturities over next 2-3 years



Source: Morgan Stanley Research (Feb '14) and Trepp (Sept '13).

Loan Resolutions – CMBS

2012 – 63% of maturing loans repaid; high exposure to 2007 vintage loans

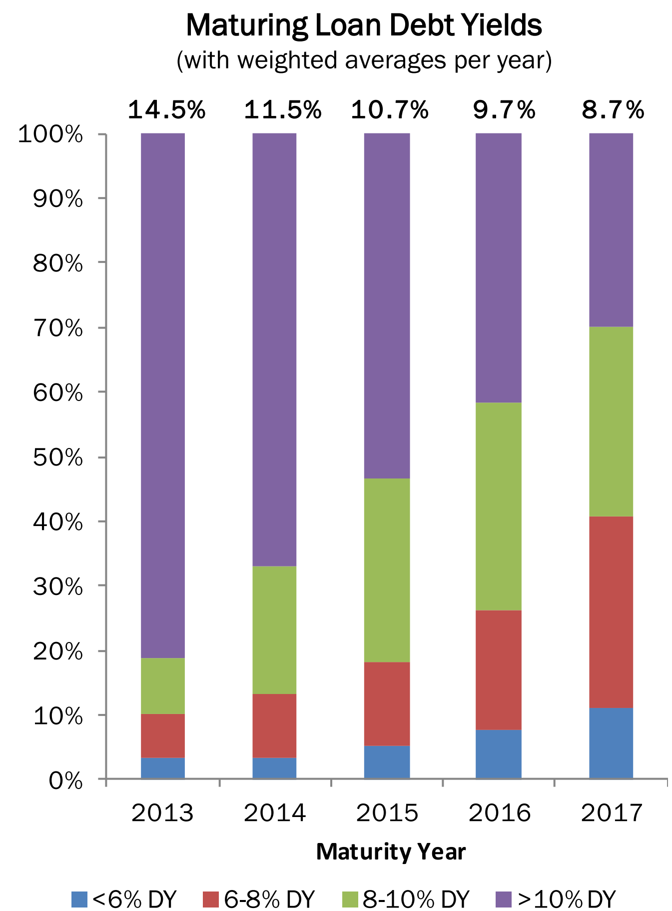
2013 – 88% of maturing loans repaid; mostly 2003 vintage loans

2014 – CMBS loans maturities look decent

- Predominately 10-year loans originated in 2004
- 70% have a debt yield above 10%

2015-2017 maturities – likely to get materially worse

- 2005-2007 vintage make up 93% of these loans
- Barclays projects 28% of 2007 vintage will fail to refinance
- Culprit is significantly lower in-place debt yield on 2005-2007 collateral
- 80% of 2006-2007 CMBS loans were interest-only



Average debt yield on newly issued 2013 CMBS is 10%

Source: Trepp, Barclays Research (Nov '13). Note: DY is current reported debt-yield. Weighted averages per year include all remaining loans.

GS Mortgage Securities Corporation II, Series 2007-GG10

- Benchmark CMBS issue with original balance of approximately $7.5 billion comprising 206 loans at issuance. As of September 2013, 181 loans with an outstanding balance of $6.7 billion, of which 96% mature in 2017

- Since issuance in 2007, performance of the remaining loans has declined
  - 20% of the pool was specially serviced as of the September 2013 remittance; including 2 of the top 15 loans. An additional 87 loans (60.4% of the pool) are Fitch "loans of concern"

	Issuance	Sept. 2013
Total loan amount outstanding (millions)	$7,683	$6,741
Occupancy %	91.9%	85.8%
Debt service coverage ratio	1.31x	1.12x
Weighted average NOI debt yield	8.65%	6.94%

- Loss expectations high – Fitch modeled losses of 23.9% of the remaining pool as of September 2013

Valuation

- Value bifurcation remains/offers opportunities
- Price appreciation to date generally driven by liquidity/cap rate compression
- Further increases in valuation will come from improved fundamentals/value-add

Fundamentals

- Demand accelerating as consumer and corporate confidence increase
- Steady job growth and strong housing formation
- Limited supply growth

Opportunities

- Inefficiencies persist
- Upcoming maturities in 2015-2017 of loans made during the most challenged vintage years
- Undermanaged orphans of the financial crisis may offer strong upside with proper investment
- Robust capital markets bid for stabilized assets upon exit

Represents Angelo, Gordon's view of the current market environment as of the date appearing in this material only.

Summary of Fund Terms

AG Realty Fund IX – Summary of Terms

■ **Targeted Size:**	$1.5 billion
■ **Term:**	4 year investment period following initial closing; 4 year liquidation period; option to extend up to two additional one year periods
■ **Management Fee:**	1.50% of committed capital during commitment period; 1.50% of net funded capital after commitment period
<u>Fee break</u>	
≥$75 million	0.50% off unfunded capital commitments
■ **Carried Interest:**	20% to Angelo, Gordon, subject to a 9% preferred return to investors and a 50% catch-up
■ **AG Commitment:**	3% of capital commitments up to $15 million

PLEASE REFER TO THE CONFIDENTIAL INFORMATION MEMORANDUM FOR A COMPLETE DESCRIPTION OF TERMS AND RISKS.

Section IV.

BIOGRAPHIES

Angelo, Gordon Executive Committee

John Angelo is the co-founder and Chief Executive Officer of Angelo, Gordon. He manages the firm's growth and is focused on its strategic direction. A pioneer in the management of distressed securities and convertible arbitrage funds, John began his finance career in 1966 working on the bond floor of the New York Stock Exchange. He was associated with L.F. Rothschild for 18 years where he managed the firm's proprietary capital in world markets with particular emphasis on convertible securities, options, futures and distressed securities. John became a partner in 1975, and Vice Chairman and a member of the board of directors of the public company in 1985. John received his B.A. degree from St. Lawrence University.

Michael Gordon is co-founder and Chief Investment Officer of Angelo, Gordon. At Angelo, Gordon, Michael manages the diverse investment ideas within each discipline to provide a steady balance of risk and reward. He oversees the Research Department and is responsible for the quality and depth of research that is the hallmark of Angelo, Gordon. Michael began his career as a research analyst for L.F. Rothschild in 1970, specializing in the oil service industries. Michael served as Director of Research of L.F. Rothschild's Arbitrage Department and became a Managing Director of the firm. Michael has a B.A. degree from Colby College and a J.D. degree from Boston University Law School.

Thomas Fuller is a Senior Managing Director of Angelo, Gordon and a member of the firm's executive committee. Tom oversees all corporate credit related investments and is the portfolio manager for the firm's distressed portfolios. Prior to joining Angelo, Gordon in 2000, Tom was a Vice President at Nomura Holding America where he was responsible for distressed securities investing in the Special Situations Group. Prior to that, Tom was an analyst concentrating on distressed and special situation securities at S.N. Phelps & Co. Tom began his career as a reporter for Dow Jones Newswire covering high yield and bankrupt companies. Tom holds a B.A. degree from SUNY Buffalo and an M.B.A. degree from George Washington University.

Wilson Leung joined Angelo, Gordon in 2002 and is the head of Angelo, Gordon's Asian real estate activities. He is a Managing Director and a member of the firm's executive committee. Prior to establishing the Hong Kong office in mid-2005, Wilson was employed by Angelo, Gordon, focusing on real estate opportunities in the U.S. Before joining the firm, Wilson was a management consultant for Bain & Company, a strategy consulting firm in San Francisco. Previously, Wilson managed a small real estate portfolio for a non-profit institution. He received a B.S. degree from Cornell University. Wilson is fluent in Mandarin, Cantonese and English.

Jonathan Lieberman joined Angelo, Gordon in 2008 as head of the firm's residential mortgage securities business. He is a Managing Director and a member of the firm's executive committee. Prior to joining the firm, Jonathan worked at Bear, Stearns & Co. Inc. as a Senior Managing Director in the Strategic Finance/Financial Institutions Group, primarily focused on the Specialty Finance Sector. Before that, Jonathan was a Senior Analyst in the Structured Finance Group of Moody's Investors Service and an attorney in the New York and Los Angeles offices of the law firm Dewey Ballantine LLP, where he specialized in securities law and structured finance. Jonathan holds a B.A. degree from Vassar College and a J.D. degree from Hofstra University School of Law.

Angelo, Gordon Executive Committee (cont.)

Arthur Peponis joined Angelo, Gordon in 2009 and is Head of the firm's private equity and special situations area. He is a Managing Director and a member of the firm's executive committee. Art is responsible for the deployment of capital and oversight of our private equity portfolio and sits on a number of our portfolio companies' boards. Before joining Angelo, Gordon, Art was a Partner at Goldman, Sachs & Co. and the Chief Operating Officer of the Financial Sponsors Group in New York where he sourced over $3 billion of investments for Goldman's Principal Investment Area. Art holds an A.B. degree from Princeton University and an M.B.A. degree from Harvard Business School.

David Roberts is the Chief Operating Officer of Angelo, Gordon and a member of the firm's executive committee. He joined Angelo, Gordon in 1993. David has been responsible for helping to start and grow a number of the firm's businesses including opportunistic real estate, private equity, net lease real estate, and RMBS. He is the CEO of the firm's publicly traded mortgage real estate investment trust, AG Mortgage Investment Trust, Inc. Within private equity, David has focused in particular on investments in the specialty finance area including Portfolio Recovery Associates, a leading publicly traded debt buying company where he serves as lead director on the board. Previously, he was a principal at Gordon Investment Corporation, a Canadian merchant bank, where he participated in a wide variety of principal transactions. Prior to that he worked in the Corporate Finance Department at L.F. Rothschild where he specialized in mergers and acquisitions. David has a B.S. degree from The Wharton School of the University of Pennsylvania.

Lawrence Schloss joined Angelo, Gordon in 2013 as President of the firm and a member of the firm's executive committee. Before joining Angelo, Gordon, Larry was New York City Deputy Comptroller for Asset Management and Chief Investment Officer for the New York City Retirement Systems which had assets of $145 billion as of September 2013. Larry was a trustee for each of the teachers, employees, police, and fire pension funds. While CIO, Larry was named 2012 CIO of The Year - Large Public Pension Funds by Institutional Investor. Previously, he was Chief Executive Officer and co-founder of Diamond Castle Holdings, a private equity firm. Larry was Global Head of CSFB Private Equity, where he was responsible for $32 billion of alternative assets under management and a member of the Credit Suisse First Boston Executive Board. Larry spent 22 years at DLJ, rising to Chairman of DLJ Merchant Banking, investing in private equity, real estate, and mezzanine debt on four continents. Larry holds a B.A. degree from Tulane University and an M.B.A. degree from The Wharton School of the University of Pennsylvania.

Adam Schwartz joined Angelo, Gordon in 2000 and is the head of the firm's United States/Europe real estate group. He is a Managing Director and a member of the firm's executive committee. Adam has been directly responsible for, or overseen, in excess of $9 billion of real estate assets at the firm. Adam has significant experience in the acquisition and repositioning of all property types. Prior to joining the firm, Adam worked in the acquisitions group at Vornado Realty Trust, a public real estate investment trust. His work focused on the acquisition of public and private real estate companies in addition to single asset acquisitions. Adam holds a B.A. degree from the University of Pennsylvania.

Angelo, Gordon Executive Committee (cont.)

Kirk Wickman is the firm's Chief Administrative Officer and a member of the firm's executive committee. He joined Angelo, Gordon in 2008 and is responsible for supervising all administrative functions in the firm. Previously, Kirk was General Counsel and a Managing Director of Morgan Stanley's Global Wealth Management business. Prior to that, Kirk worked at American Skandia as Senior Vice President and General Counsel, at Aetna Financial Services as Senior Vice President and General Counsel and at Aetna Inc. as Vice President and Counsel. Kirk began his career at Kirkland & Ellis where he was a Partner specializing in securities, mergers and acquisitions and general corporate law. He holds a B.A. degree from Dartmouth College and combined J.D. and M.B.A. degrees from Brigham Young University.

U.S. Real Estate Team

Adam Schwartz joined Angelo, Gordon in 2000 and is the head of the firm's United States/Europe real estate group. He is a Managing Director and a member of the firm's executive committee. Adam has been directly responsible for, or overseen, in excess of $9 billion of real estate assets at the firm. Adam has significant experience in the acquisition and repositioning of all property types. Prior to joining the firm, Adam worked in the acquisitions group at Vornado Realty Trust, a public real estate investment trust. His work focused on the acquisition of public and private real estate companies in addition to single asset acquisitions. Adam holds a B.A. degree from the University of Pennsylvania.

Reid Liffmann joined Angelo, Gordon's real estate group in 2010. He is co-portfolio manager with Adam Schwartz of the U.S. opportunistic and core plus real estate funds and assists in the oversight and management of the real estate investments in the UK and Europe. Reid has over 20 years of direct real estate ownership and operating experience with a focus on development, redevelopment and asset repositioning. Formerly, Reid was a partner with Greenebaum & Rose Associates, a real estate development and investment firm focusing on the mid-Atlantic. Reid was previously one of Angelo Gordon's operating partners and completed several real estate transactions with the firm. Reid began his career as a real estate financial analyst at LaSalle Partners. He holds a Bachelor of Accountancy from The George Washington University and an M.B.A. degree from The Wharton School of the University of Pennsylvania.

Will Abbate is based in Los Angeles and, along with Steve White, is responsible for Angelo, Gordon's real estate activities in the western U.S. Prior to joining the firm in 2002, Will worked in the Investment Banking Department at Morgan Stanley, primarily focused on real estate fund (MSREF) acquisitions and mergers and acquisitions. He participated in the acquisition of public and private real estate companies in addition to single asset acquisitions. Will received a B.S. degree from the School of Foreign Service at Georgetown University.

Alexander Chan joined Angelo Gordon's real estate group in 2010. He supports the West Coast real estate team on acquisitions, asset management, and dispositions. Prior to joining the firm, Alex worked at Berkeley Advisors in San Francisco where he focused on acquisitions and asset management. Previously, he worked as a financial analyst at Credit Suisse. Alex received his B.S. and B.A. degrees from the University of Pennsylvania.

Michael Chang joined Angelo, Gordon's real estate group in 2001. Michael is responsible for the firm's real estate activities in Boston and the Midwest. Prior to joining the firm, Michael worked as a financial analyst in the Telecommunications Investment Banking Group at Bear, Stearns. He received a B.A. degree from Tufts University.

Louis Friedel joined Angelo, Gordon in 2006 and is based in Los Angeles. Louis oversees the firm's assets in Orange County, as well as homebuilding assets across the United States, and works on acquisitions, asset management and dispositions with Will Abbate and Steve White on other assets on the west coast. Prior to joining the firm, Louis worked for Lubert-Adler Management where he focused on real estate fund acquisitions and asset management. Louis received his B.S. degree from The Wharton School of the University of Pennsylvania.

Scott Glassberg joined Angelo Gordon's real estate group in 2012. He supports the East Coast real estate team on acquisitions, asset management, and dispositions. Prior to joining the firm, Scott worked for PricewaterhouseCoopers where he worked on real estate valuation, acquisition underwriting and securitization due diligence. Scott received his B.S. in Corporate Finance & Accounting and M.S.A. in Accounting from Bentley University.

Matt Jackson joined Angelo, Gordon's real estate group in 2009. Matt is responsible for the firm's real estate activities in the South (excluding Florida). Prior to joining the firm, Matt worked in the Acquisitions and Capital Markets Group of Vornado Realty Trust where he focused on both public and private real estate acquisitions and asset management. Matt received his B.S. degree from the Wharton School at the University of Pennsylvania.

Ryan Klenovich joined Angelo, Gordon's real estate group in 2010. He works on acquisitions, asset management and dispositions with Michael Chang. Prior to joining the firm, Ryan worked for RXR Realty in Long Island where he focused on real estate acquisitions and developments. Previously, Ryan worked as a financial analyst at Deutsche Bank. Ryan received his B.S. degree from the Kelley School of Business at Indiana University.

Matt Lazar joined Angelo, Gordon's real estate group in 2011. He works on acquisitions, asset management and dispositions with Michael Chang. Prior to joining Angelo, Gordon full time, Matt interned with both the real estate accounting/finance group and the real estate investment team. Matt received his B.A. from the Ross School of Business at the University of Michigan and his M.S. in Accounting from the Zicklin School of Business at Baruch College.

Christina Lyndon joined Angelo, Gordon's real estate group in 2006. Christina oversees the firm's assets in the Mid Atlantic. Prior to joining the firm, Christina worked for Lehman Brothers Real Estate Partners where she focused on real estate fund acquisitions and mezzanine debt investments. Christina received her B.A. degree from Dartmouth College.

Sachin Nagpal joined Angelo, Gordon's real estate group in 2013. He works with Dana Roffman and Danny Rudin on acquisitions, asset management, and dispositions in New York, New Jersey and Connecticut. Prior to joining the firm, Sachin worked at Starwood Capital Group. Sachin received his BBA degree from the Goizueta Business School at Emory University.

Christopher Oka is based in New York and is responsible for Angelo, Gordon's real estate activities within the hospitality sector in the U.S. and Europe. In addition, Chris is responsible for the firm's real estate activities in Florida. Prior to joining the firm in 2013, Chris worked for Fortress Investment Group in its credit and real estate funds where he focused on asset and entity level acquisitions, distressed debt, and lending opportunities within the hospitality sector. Chris holds a B.A. degree from UCLA and an M.B.A. degree from UC Berkeley's Haas School of Business.

Dana Roffman joined Angelo, Gordon's real estate group in 1994. Dana has extensive experience with repositioning real estate assets and oversees Angelo, Gordon's assets in New York, New Jersey and Connecticut. Previously, Dana worked in the Real Estate Services Group of Arthur Andersen & Co. in Washington, DC, where she performed appraisals and portfolio valuations throughout the United States for financing, acquisition, and management purposes. Dana holds a B.A. degree from Duke University and an M.B.A. degree from New York University's Leonard N. Stern School of Business.

U.S. Real Estate Team (cont.)

Daniel Rudin joined Angelo, Gordon's real estate group in 2009. Danny works with Dana Roffman on acquisitions, asset management and dispositions in New York, New Jersey and Connecticut. Prior to joining the firm, Danny worked for Deutsche Bank's RREEF Global Opportunistic Funds where he focused on real estate acquisitions and asset management. Danny received his B.A. degree from the University of Pennsylvania.

Eliot Saeedi joined Angelo, Gordon's real estate group in 2012. He supports the West Coast real estate team on acquisitions, asset management, and dispositions. Prior to joining the firm, Eliot worked for the Atlantis Casino Resort & Spa in Reno, NV, where he was responsible for development and investment projects. Previously, Eliot worked in the acquisitions group of a private real estate investment company in Los Angeles, focusing on value-add real estate assets. Eliot holds a B.B.A degree in Business Administration from the University of Wisconsin-Madison.

Melissa Schachar joined Angelo, Gordon's real estate group in 2012. She works on acquisitions, asset management and dispositions with Christina Lyndon. Prior to joining the firm, Melissa worked for Goldman, Sachs & Co. in a variety of roles including private real estate acquisitions and investment banking with a focus on debt and equity financing. Melissa holds a B.S. degree from the Wharton School at the University of Pennsylvania.

Allan Sternberg is based in Los Angeles and works on acquisitions, asset management and distributions of the firm's assets in Denver, Phoenix, Las Vegas and Southern California in conjunction with Will Abbate. Prior to joining Angelo, Gordon in 2008, Allan worked for Lehman Brothers Real Estate Partners where he focused on real estate fund acquisitions and mezzanine debt investments. Allan received B.A. and M.A. degrees from Brandeis University.

Steve White is based in Los Angeles and, along with Will Abbate, is responsible for the firm's real estate activities in the western U.S. Prior to joining Angelo, Gordon in 2004, Steve worked in the real estate investment banking group at Goldman Sachs, where he participated in the disposition and recapitalization of office, retail, hotel, and multi-family properties. Previously, Steve was a partner and co-founder of a private real estate investment company in the Los Angeles area. Steve holds an A.B. degree from Dartmouth College and an M.B.A. degree from The Wharton School of the University of Pennsylvania.

Europe Real Estate Team – Senior Investment Professionals

Adam Schwartz joined Angelo, Gordon in 2000 and is the head of the firm's United States/Europe real estate group. He is a Managing Director and a member of the firm's executive committee. Adam has been directly responsible for, or overseen, in excess of $9 billion of real estate assets at the firm. Adam has significant experience in the acquisition and repositioning of all property types. Prior to joining the firm, Adam worked in the acquisitions group at Vornado Realty Trust, a public real estate investment trust. His work focused on the acquisition of public and private real estate companies in addition to single asset acquisitions. Adam holds a B.A. degree from the University of Pennsylvania.

Anuj Mittal is co-portfolio manager of European real estate with Adam Schwartz, focusing on real estate opportunities in the United Kingdom and Europe. Prior to re-joining Angelo, Gordon in 2008, Anuj was self-employed as a real estate developer focusing on office redevelopments in Germany and The Netherlands. Before that, Anuj worked for Cerberus Capital Management where he purchased and managed opportunistic real estate portfolios throughout Europe. Between 2004 and 2006, Anuj worked for Angelo, Gordon in New York focusing on real estate opportunities in the U.S. Prior to Angelo, Gordon, Anuj was a member of the U.S. investing team for the Morgan Stanley Real Estate Funds. He holds a B.S. degree from Johns Hopkins University. Anuj speaks Dutch, Hindi and English.

Reid Liffmann joined Angelo, Gordon's real estate group in 2010. He assists in the oversight and management of the real estate investments in the U.S. and Europe, and is co-portfolio manager with Adam Schwartz of the U.S. opportunistic and core plus real estate funds. Reid has over 20 years of direct real estate ownership and operating experience with a focus on development, redevelopment and asset repositioning. Formerly, Reid was a partner with Greenebaum & Rose Associates, a real estate development and investment firm focusing on the mid-Atlantic. Reid was previously one of Angelo Gordon's operating partners and completed several real estate transactions with the firm. Reid began his career as a real estate financial analyst at LaSalle Partners. He holds a Bachelor of Accountancy from The George Washington University and an M.B.A. degree from The Wharton School of the University of Pennsylvania.

Tom Rowley is based in London and focuses on real estate investment opportunities in the UK and Europe. Prior to joining Angelo, Gordon in 2012, Tom was co-founder of a real estate investment and operating platform based in London. Prior to that, Tom was the Head of UK Real Estate for Babcock & Brown, where he purchased and managed opportunistic real estate investments throughout the UK, Europe and Asia. Tom has over 10 years of industry experience prior to joining Angelo, Gordon and holds a business degree from the University of South Australia.

Christopher Oka is based in New York and is responsible for Angelo, Gordon's real estate activities within the hospitality sector in the U.S. and Europe. In addition, Chris is responsible for the firm's real estate activities in Florida. Prior to joining the firm in 2013, Chris worked for Fortress Investment Group in its credit and real estate funds where he focused on asset and entity level acquisitions, distressed debt, and lending opportunities within the hospitality sector. Chris holds a B.A. degree from UCLA and an M.B.A. degree from UC Berkeley's Haas School of Business.

Asia Real Estate Team – Senior Investment Professionals

Wilson Leung joined Angelo, Gordon in 2002 and is the head of Angelo, Gordon's Asian real estate activities. He is a Managing Director and a member of the firm's executive committee. Prior to establishing the Hong Kong office in mid-2005, Wilson was employed by Angelo, Gordon, focusing on real estate opportunities in the U.S. Before joining the firm, Wilson was a management consultant for Bain & Company, a strategy consulting firm in San Francisco. Previously, Wilson managed a small real estate portfolio for a non-profit institution. He received a B.S. degree from Cornell University. Wilson is fluent in Mandarin, Cantonese and English.

Steven Cha is employed by an associated local office of Angelo, Gordon in Seoul, and is the head of Angelo, Gordon's real estate opportunities in Korea and Japan. Prior to joining the Asia real estate team in 2006, Steven worked at Deutsche Bank in Korea for five years, where he was involved with investments in properties, non-performing loans, developments and real estate related operating companies. Steven was also actively involved in managing and repositioning assets at Deutsche Bank. Previously, he worked in mergers & acquisitions and corporate finance at Merrill Lynch & Co.'s Korea and New York offices. Steven holds B.A. and M.A. degrees from the University of Chicago and an M.B.A. degree from the Harvard Business School. He is fluent in Korean and English.

Ken Ng is employed by an associated local office of Angelo, Gordon in Hong Kong, and is the head of Angelo, Gordon's real estate opportunities in China. Prior to joining the Asia real estate team in 2006, Ken was responsible for sourcing and executing real estate investments for Bank of China investments in Hong Kong. Before that, Ken worked at Goldman Sachs & Co. where he managed non-performing loan portfolios and distressed real estate assets in China. Previously, he was at CCAFM Co. in the real estate valuations group. Ken holds a B.A. degree from Wuyi University in China, an M.B.A. degree from The Chinese University of Hong Kong and an M.S. degree from New York University and The Hong Kong University of Science and Technology. He is fluent in Mandarin, Cantonese and English.

Jon Tanaka is employed by an associated local office of Angelo, Gordon in Tokyo, focusing on real estate opportunities in Japan. Prior to joining the Asia real estate team in 2009, Jon was a Managing Director at RREEF Japan where he worked for eleven years and was a founding member of RREEF's Japan platform. At RREEF, Jon was head of portfolio management and responsible for a $1.5 billion portfolio of opportunistic, value added and core plus properties. Previously, he worked for Bankers Trust Company in New York and Fuji Xerox Co. in Japan. Jon received a B.A. degree from Harvard University and an M.B.A. degree from the University of California at Berkeley, and attended the Graduate School of Architecture at Kyoto University. He is fluent in Japanese and English.

EK Choi is employed by an associated local office of Angelo, Gordon in Seoul and works with Steven Cha on Korean real estate investments. Prior to joining the Asia real estate team in 2008, E.K. was a management consultant for Bain & Company, a strategy consulting firm. During his employment at Bain, E.K. advised numerous Korean conglomerates in their corporate strategies, including real estate. E.K. holds a B.S. degree from Seoul National University in Korea. He is fluent in Korean and English.

Asia Real Estate Team – Senior Investment Professionals (cont.)

Hans Kang is employed by an associated local office of Angelo, Gordon in Hong Kong and works with Ken Ng on Chinese real estate investments. Prior to joining the Asia real estate team in 2007, Hans was a manager with Jones Lang LaSalle's real estate investment group, where he worked in Shanghai and Australia in a variety of research, acquisition, management and disposition roles. Hans holds a B.A. degree from Fudan University in China and an MSc degree in real estate from the University of Hong Kong. He is fluent in Mandarin, Shanghainese and English.

Chris Kim is employed by an associated local office of Angelo, Gordon in Seoul and works with Steven Cha on Korean real estate investments. Prior to joining the Asia real estate team in 2006, Chris was an analyst at Ascendas Korea. His focus while at Ascendas included sourcing, evaluating, and structuring potential investment opportunities in Korea on behalf of the Singaporean fund. Previously, Chris worked in the structured finance and real estate practice group at PricewaterhouseCoopers advising international opportunistic and core funds in their acquisition of real estate in Korea. Chris holds a B.A. degree from Yonsei University in Korea. He is fluent in Korean and English.

Tetsu Yaoka is employed by an associated local office of Angelo, Gordon in Tokyo and works with Jon Tanaka on Japanese real estate investments. Prior to joining the Asia real estate team in 2008, Tetsu worked at D.B. Zwirn in Tokyo for two years. Previously, he was an analyst at Grove International Partners (Japan) LLC (ex-Soros Real Estate Investors) and was involved with acquisitions of real estate assets in a joint venture between Grove International Partners (Japan) LLC and RISA Partners Inc. Tetsu received B.S. and M.S. degrees from the University of Tokyo. He is fluent in Japanese and English.

Zoe Zuo is employed by an associated local office of Angelo, Gordon in Hong Kong to work with Ken Ng on Chinese real estate investments. Prior to joining the Asia real estate team in 2009, Zoe was employed as a business development manager for Beijing Capital Land, a well-established Hong Kong-listed developer in China, where she worked on acquisitions, dispositions, and joint venture negotiations of large development projects. Zoe holds a B.A. degree from Peking University and an M.B.A. degree from The Wharton School of the University of Pennsylvania. She is fluent in Mandarin and English.

Contact Information

Colleen Casey
Angelo, Gordon & Co.
245 Park Avenue, 26th Floor
New York, NY 10167
Office: (212) 692-2283
ccasey@angelogordon.com

CONTRA COSTA COUNTYEMPLOYEES' RETIREMENT ASSOCIATION

DISCLOSURE STATEMENT RE: USE OF PLACEMENT AGENTS

The undersigned is a current or proposed "External Manager" for the Contra Costa County Employees' Retirement Association ("CCCERA"), as defined under CCCERA's Placement Agent Disclosure Policy, adopted on June 9, 2010 ("Policy.") We have received a copy of the Policy from CCCERA. We hereby disclose to CCCERA the following information, which we represent and warrant to be true and correct as of the date hereof:

1. Neither we nor any of our principals, employees, agents or affiliates has compensated or agreed to compensate, directly or indirectly, any person or entity to act as a Placement Agent (as defined in the Policy) in connection with any investment by CCCERA, **except as disclosed on Attachment 1 to this Disclosure Statement**.

[IF THERE IS NOTHING TO DISCLOSE IN ATTACHMENT 1, ITEMS 2-6 ARE INAPPLICABLE.]

2. To the extent of any disclosure set forth on Attachment 1, we attach as Attachment 2 to this Disclosure Statement a resume for each officer, partner or principal of the Placement Agent (and any employee providing similar services) detailing the person's education, professional designations, regulatory licenses and investment and work experience, and whether any such person is a current or former CCCERA Board member, employee or Consultant or a member of the immediate family of any such person.

3. To the extent of any disclosure set forth on Attachment 1, we attach as Attachment 3 to this Disclosure Statement a description of any and all compensation of any kind we have provided or have agreed to provide to a Placement Agent, including the nature, timing and value thereof.

4. To the extent of any disclosure set forth on Attachment 1, we attach as Attachment 4 to this Disclosure Statement a description of the services to be performed by the Placement Agent.

5. To the extent of any disclosure set forth on Attachment 1, we attach as Attachment 5 to this Disclosure Statement a statement whether the Placement Agent or any of its affiliates are registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association or any similar regulatory agent in a country other than the United States and the details of such registration or explanation of why no registration is required.

6. To the extent of any disclosure set forth on Attachment 1, we attached as Attachment 6 to this Disclosure Statement a statement whether the Placement Agent or any of its affiliates are registered as a lobbyist with any state or national government.

We further represent and warrant as follows:

A. We shall provide an update of any changes to any of the information included in this Disclosure Statement within fourteen (14) business days of the occurrence of the change in information.

B. We shall cause our engaged Placement Agent, if any, prior to acting as a Placement Agent with regard to CCCERA, to disclose to CCCERA in writing any campaign contribution, gift (as defined in Government Code section 82028) or other item of value made or given to any member of the CCCERA Board or Staff, or Consultant (as defined in the Policy), during the prior twenty-four month period.

C. We shall cause our engaged Placement Agent, during the time it is receiving compensation in connection with a CCCERA investment, to disclose to CCCERA any campaign contribution, gift or other item of value made or given to any member of the CCCERA Board or Staff, or Consultant, during such period.

Dated: 9-9-14

EXTERNAL MANAGER

Angelo, Gordon & Co., L.P.
Name of Entity

By: ____________________
Authorized Signatory

Print Name____________________

Its ____________________

D. Forest Wolfe
General Counsel

Attachment 1

Colleen Casey, an employee of Angelo, Gordon & Co. acted as a Placement Agent (as defined in the Policy) in connection with CCCERA's investment.

Attachment 2

Colleen Casey joined Angelo, Gordon & Co. in 1998 and is a Managing Director. She focuses on institutional client development and consultant relations. Prior to joining the firm, Colleen was a National Sales Manager for The St. Regis, Aspen, a Starwood Resort. Colleen holds a B.A. degree from Villanova University. Colleen is not a current or former CCCERA Board member, employee or Consultant or a member of the immediate family of any such person.

Attachment 3

With respect to her activities related to CCCERA, Colleen Casey's compensation is in the following range: $7,000 - $9,000.

Attachment 4

Colleen Casey is employed by Angelo, Gordon & Co. as a marketer. She is responsible for raising institutional assets for the firm's various funds.

Attachment 5

Colleen Casey is not registered with the Securities and Exchange Commission, FINRA, or any similar regulatory agent. Colleen is employed by Angelo, Gordon & Co., which is an SEC-registered investment adviser.

Attachment 6

Colleen Casey is registered as an in-house Employee Lobbyist (employed by Angelo, Gordon & Co.) in the State of California.

QUARTERLY REVIEW & PERFORMANCE MEASUREMENT REPORT
for

Contra Costa County Employees' Retirement Association

FOR THE PERIOD ENDING
June 30, 2014

September 8, 2014

650 California Street, 17th Floor
San Francisco, CA 94108

Tel: (415) 403-1333
Fax: (415) 986-2777

TABLE OF CONTENTS

Second Quarter 2014 Market Overview

Equity markets generally posted solid returns, driven by ongoing stimulus by major central banks, improving economic growth, and an increase in mergers-and-acquisitions activity. For the second quarter of 2014, the S&P 500 Index was up 5.23%. Developed international equity markets (as measured by the MSCI EAFE Index) were also positive, ending the quarter with an increase of 4.09%. The fixed income market (as measured by the Barclays Aggregate Bond Index) was positive, finishing the quarter with a gain of 2.04%. The Fed continued to modestly reduce its securities purchases by $10 billion at each meeting – a move interpreted as a vote of confidence in the U.S. economy. In addition, the Fed announced it will end its securities purchase program in October if the economy stays on track.

Index	2Q 2014
S&P 500 Index	5.23%
Russell 1000 Value Index	5.10%
Russell 1000 Growth Index	5.13%
Russell Midcap Index	4.97%
Russell 2000 Index	2.05%
Russell 2000 Value Index	2.38%
Russell 2000 Growth Index	1.72%
MSCI EAFE Index ND	4.09%
MSCI EM (Emerging Markets) Index ND	6.59%
MSCI EAFE Small Cap ND	2.08%
MSCI ACWI ex-US Index ND	5.03%
Barclays Aggregate Bond Index	2.04%
Barclays High Yield Bond Index	2.41%
DJ U.S. Select REIT Index	7.15%
NCREIF ODCE Index	2.93%
CPI	0.87%
CPI+5%	2.11%

What's Next?

There is increasing evidence that the U.S. economy is improving; however, economic data still offers a mixture of positive and negative signals. On the positive side, auto sales and manufacturing remain fairly strong, and corporate earnings continue to grow. The stock market is up 224% from the lows of March 2009 and up 45% from its October 2007 peak levels. On the negative side, income growth and consumer spending are weak, while unemployment remains relatively high. Additional concerns are the conflict in the Middle East and Ukraine, and a potential increase in market volatility from unusually low levels. A continued focus on long-term goals and objectives is a prudent course.

KEY POINTS

Second Quarter, 2014

- The CCCERA Total Fund returned 3.8% for the second quarter, outperforming the 3.5% return of the median public fund. CCCERA's Total Fund performance beat the median over all trailing time periods except for the trailing 7 year return.
- CCCERA domestic equities returned 3.4% in the quarter, trailing the 4.9% return of the Russell 3000 Index and underperforming the 4.7% return of the median equity manager while ranking in the 77th percentile.
- CCCERA international equities returned 5.9% for the quarter, above the MSCI EAFE return of 4.3% and the MSCI ACWI ex-US return of 5.0% while ranking in the 9th percentile of MSCI ACWI ex-US portfolios.
- CCCERA global equities returned 4.7% in the quarter, below the MSCI ACWI return of 5.0%, and ranked in the 52nd percentile of global equity managers.
- CCCERA domestic fixed income, excluding the Allianz high yield portfolio, returned 3.1% for the quarter, outperforming the Barclays U.S. Universal return of 2.2% and the median core fixed income manager and ranked in the 4th percentile.
- The Allianz high yield portfolio returned 2.2%, below the 2.6% return of the ML High Yield index and the median high yield fund.
- CCCERA global fixed income returned 3.1%, above the 2.5% return of the Barclays Global Aggregate Index. This return ranked in the 28th percentile of global fixed income managers.
- The inflation hedging investments returned 3.3%, above the 1.9% return of the CPI+4% benchmark.
- CCCERA real estate returned 4.1% for the quarter. This return significantly outperformed the median real estate manager return of 2.8% but lagged the CCCERA real estate benchmark return of 5.2%.
- CCCERA alternative assets returned 3.4% for the quarter, above the target 2.8% return of the S&P 500+400 basis points per year on a quarter lag.
- The CCCERA opportunistic allocation (entirely Oaktree) returned 4.9% in the second quarter.
- The total equity allocation stood at 47.0% at the end of the quarter, which was slightly higher than the current target weight of 46.6%. Total global fixed income was slightly below its target at 22.8% vs. 23.6%, and High Yield was at 4.9%, slightly below the 5.0% target. Inflation hedging assets were at their 5.0% target. Real Estate was slightly above its 12.5% target at 12.8%. Alternative investments were slightly above their target at 6.6% vs. 6.0%.

WATCH LIST

Manager	Since	Reason
Adelante	5/22/2013	Performance
*Nogales Investors	5/28/2008	Performance
Lord Abbett	10/20/2013	Personnel Departures
PIMCO	2/12/2014	Personnel Departures

*Indicates a closed-end fund

- The Adelante domestic REIT portfolio beat its benchmark in the second quarter with a return of 7.5% compared to 7.2% for the Wilshire REIT Index and ranked in the 31st percentile of US REIT portfolios. Over the trailing year, Adelante is above the benchmark (16.3% vs. 13.5%) and ranks in the 20th percentile. Over the trailing seven-, and ten-year periods, Adelante ranks in the bottom decile. Performance has improved over the past two years.
- Nogales will remain on the Watch List until the fund is completely wound down.
- Lord Abbett was added to the watch list in October 2013 due to personnel turnover and now exceeds the benchmark index before fees over both three and five-year periods. It has also exceeded the median over three and five years. No new developments occurred during the 2nd quarter.
- PIMCO was added to the watch list in February 2014 due to senior investment management personnel turnover. No new developments occurred during the 2nd quarter.

PERFORMANCE DISCUSSION

CCCERA's Total Fund second-quarter return of 3.8% was above the median public fund's return of 3.5%. Performance has been strong against peers over the past ten years. CCCERA has outperformed the median plan over the past five years and is first quartile over all trailing time periods. The fund slightly trailed the 4.1% return of its policy benchmark in the most recent quarter.

The Total Fund Policy Benchmark referred to above was constructed by weighting all asset class benchmarks by their target allocations.

- From the 3rd quarter of 2009 through the 1st quarter of 2010, the benchmark was 40.6% Russell 3000, 10.4% MSCI EAFE (Gross), 25% Barclays U.S. Aggregate, 3% Bank of America High Yield Master II, 4% Barclays Global Aggregate, 8.4% Dow Jones Wilshire REIT, 3.1% NCREIF, 5% S&P 500 + 4% (Quarter Lag) and 0.5% 91-Day T-Bills.
- From the 2nd quarter of 2010 through the 1st quarter of 2011, the benchmark was 35.6% Russell 3000, 10.4% MSCI EAFE (Gross), 5% MSCI ACWI (Net), 25% Barclays U.S. Aggregate, 3% Bank of America High Yield Master II, 4% Barclays Global Aggregate, 8.4% Dow Jones Wilshire REIT, 3.1% NCREIF, 5% S&P 500 + 4% (Quarter Lag) and 0.5% 91-Day T-Bills.
- From the 2nd quarter of 2011 through the 1st quarter of 2012, the benchmark was 31% Russell 3000, 10.4% MSCI EAFE (Gross), 9.6% MSCI ACWI (Net), 25% Barclays U.S. Aggregate, 3% Bank of America High Yield Master II, 4% Barclays Global Aggregate, 8.4% Dow Jones Wilshire REIT, 3.1% NCREIF, 5% S&P 500 + 4% (Quarter Lag) and 0.5% 91-Day T-Bills.
- Beginning the 2nd quarter of 2012, the benchmark is 27.7% Russell 3000, 10.6% MSCI ACWI ex-US (Gross), 12.3% MSCI ACWI (Net), 19.6% Barclays U.S. Aggregate, 5% Bank of America High Yield Master II, 4% Barclays Global Aggregate, 13.5% Real Estate Benchmark (40% Wilshire REIT, 50% NCREIF, and 10% FTSE/EPRA NAREIT Developed ex-USA), 6.8% S&P 500 + 4% (Quarter Lag) and 0.5% 91-Day T-Bills.

Domestic Equity

CCCERA total domestic equities returned 3.4% for the quarter, lagging the 4.9% return of the Russell 3000 and the 4.7% return of the median manager.

Ceredex outperformed its benchmark in the quarter with a return of 3.7% compared to 2.4% for the Russell 2000 Value Index, ranking in the 37th percentile. Ceredex outperformed the index for the trailing one-year period with a return of 26.9% and ranks in the 40th percentile of small cap value managers.

Emerald Advisors underperformed its benchmark in the quarter with a return of -2.8% compared to 1.7% for the benchmark. Stock selection in the technology sector detracted the most from performance as portfolio holdings in the sector returned approximately -2.5%. Emerald has noted that the highest growth names favored in the portfolio have experienced higher volatility and earnings disappointments. Emerald is ahead of the benchmark over all trailing time periods, and consistently ranks above the median.

Jackson Square Partners outperformed the benchmark with a return of 5.5% compared to 5.1% for the Russell 1000 Growth Index. The Jackson Square Partners portfolio is above its benchmark for all trailing time periods and ranks very well compared to peers.

The Intech Large Cap Core portfolio underperformed its index in the quarter with a return of 4.3% compared to 5.2% for the S&P 500 and ranked in the 75th percentile. Intech is very close to its benchmark over all trailing time periods and is near the median fund over the trailing three- and five-year periods.

The PIMCO Stocks+ portfolio outperformed the S&P 500 Index in the quarter with a return of 5.6% vs. 5.2%. This return ranked in the 23rd percentile. PIMCO is above the index benchmark over all trailing time periods one year and longer, and is above the median large cap core portfolio for most trailing time periods two years and longer.

Robeco Boston Partners underperformed the Russell 1000 Value benchmark with a return of 2.6% vs. 5.1% in the quarter. Robeco Boston Partners is above its benchmark for all trailing time periods two years and longer and ranks near the top quartile.

International Equity

CCCERA international equities returned 5.9% for the quarter, above the MSCI EAFE return of 4.3% and the MSCI ACWI ex-US return of 5.0%. This return ranked in the 9th percentile of ACWI ex-US equity portfolios.

The William Blair portfolio returned 4.2%, below the MSCI ACWI ex-US Growth Index return of 4.4% and ranked in the 39th percentile. Over the trailing three year period, William Blair returned 9.7% compared to 5.5% for the benchmark and ranked in the 20th percentile.

The Board voted to terminate the GMO portfolio at the May 22, 2013 Board meeting. The assets were transferred to a transition account with State Street and invested in a passively managed international equity index fund. Assets were transferred to the replacement manager, Pyrford International, in late April of 2014.

Pyrford will have its first full quarter in the third quarter of 2014.

Global Equity

CCCERA global equities returned 4.7% in the quarter, trailing the MSCI ACWI return of 5.0% and matching the median global equity return of 4.7%. In the quarter, Artisan Partners returned 4.7%, below the MSCI ACWI benchmark of 5.0%.

The First Eagle portfolio returned 3.8%, below the MSCI ACWI Index return of 5.0%. First Eagle is above the index over the trailing three years, 11.2% vs. 10.3%.

The Intech Global Low Volatility portfolio underperformed the MSCI ACWI with a return of 4.5% vs. 5.0%, and ranked in the 58th percentile. Over the trailing year, the Intech portfolio returned 18.4% compared to 22.9% for the index and ranked in the 85th percentile. Two year results also trail the benchmark.

The J.P. Morgan portfolio returned 5.6%, outperforming the 5.0% return of the MSCI ACWI Index, and ranked in the 28th percentile. Over the trailing year, JP Morgan returned 24.1%, better than the benchmark return of 22.9%, and ranked in the 51st percentile. Longer term results are above the benchmark.

Domestic Fixed Income

CCCERA total domestic fixed income segment returned 3.1 % for the quarter, better than the 2.2% return of the Barclays Universal Index and the 2.1% return of the median core fixed income manager. This return ranked in the 4th percentile of US Core Fixed Income managers. Over trailing periods extending out to five years, the domestic fixed income performance ranks in the top decile, and it ranks in the 6th percentile over the trailing ten years.

AFL-CIO returned 2.5% in the quarter, exceeding the 2.0% return for the Barclays U.S. Aggregate and outperforming the median core fixed income manager. Performance of AFL-CIO is very close to the benchmark over longer periods, but ranks below the median core fixed income manager over all trailing time periods.

Allianz Global Investors returned 2.2%, which lagged the 2.6% return of the B of A ML High Yield Master II Index and the 2.4% return of the median high yield manager. Allianz outperformed the benchmark and the median for most trailing periods.

Goldman Sachs returned 2.3%, exceeding the Barclays U.S. Aggregate Index and the median fixed income manager. Performance of the Goldman Sachs portfolio has been very strong, beating the benchmark and the median core fixed income manager over all trailing time periods. The Goldman Sachs workout portfolio was transferred into the Core portfolio in the 4th quarter of 2013.

Lord Abbett returned 2.7%, outperforming the Barclays U.S. Aggregate and the median fixed income manager. Lord Abbett has beaten the benchmark over all trailing time periods, and consistently ranks in the top decile of core fixed income managers.

PIMCO Total Return returned 2.4%, outperforming the Barclays U.S. Aggregate and the median. PIMCO exceeds the benchmark over all trailing time periods, and often ranks near the top quartile of core fixed income managers. Mohamed El-Erian, Co-Chief Investment Officer, recently resigned, leaving Bill Gross as the CIO.

The Torchlight II fund returned 3.8%, above the 2.6% BofA ML High Yield Master II Index return and the high yield fixed income median. The Torchlight Fund III returned 27.6% in the quarter, above the Merrill Lynch High Yield Master II Index return and the high yield fixed income median return. Torchlight IV returned 5.0%, above the ML High Yield Master II Index and the high yield fixed income median. Please note that due to the unique structure of these funds, the high yield benchmark is an imperfect benchmark.

Global Fixed Income
Lazard Asset Management returned 3.1% in the quarter, which outperformed the Barclays Global Aggregate return of 2.5% and the median global fixed income manager return of 2.6% and ranked in the 28th percentile of global fixed income portfolios. Lazard has beaten the benchmark for most periods but ranks below the median manager.

Inflation Hedge
The inflation hedging portfolios returned a combined 3.3% for the quarter, above the 1.9% of the CPI+4% per year benchmark. The PIMCO All Asset Fund returned 4.7% for the quarter, and the Wellington Real Total Return portfolio returned 2.6%. Please note that this asset class is a mix of public and private investments, as CCCERA committed $75 million to Aether and $50 million to Commonfund, both which are managing portfolios of private real assets. The Commonfund account returned 0.3%, trailing the CPI+500 2.1% return. Aether returned 24.1% although this return is less than meaningful due to the impact of fees at the beginning of the partnership. The Aether and Commonfund accounts are reported on a quarter lag.

Real Estate
The median real estate manager returned 2.8% for the quarter while CCCERA's total real estate returned 4.1%. CCCERA's total real estate ranks in the 3rd percentile over the trailing year, the 12th percentile over the trailing five-years, and the 7th percentile over the trailing ten years. For comments on each individual manager in the CCCERA real estate portfolio, please refer to page 99.

Adelante Capital REIT returned 7.5%, better than the Wilshire REIT benchmark return of 7.2%, and ranked in the 31st percentile of US REIT managers. Over the trailing three years, Adelante returned 12.6% vs. 11.7% for the benchmark and ranked in the 45th percentile of US REIT managers. Adelante was added to the watch list at the May 22, 2013 Board meeting due to performance concerns.

The INVESCO International REIT portfolio returned 8.5%, marginally below the FTSE EPRA/NAREIT Developed ex-USA benchmark of 8.8%, and ranked in the 57th percentile of EAFE REIT portfolios. INVESCO ranked in the 38th percentile of international REIT portfolios over the trailing year with a return of 14.9% compared to the benchmark return of 15.1%. Over the trailing five years, INVESCO ranked in the 71st percentile with a return of 13.0% compared to the benchmark return of 13.6%.

In the second quarter of 2014, Angelo Gordon returned 1.6%, DLJ RECP II returned 0.3%, DLJ RECP III returned 2.1%, and DLJ RECP IV returned -0.2%. (Due to timing constraints, the DLJ portfolio returns are for the quarter ending March 31, 2014). INVESCO Fund I returned 5.8%, INVESCO Fund II returned 2.0% and INVESCO Fund III returned 3.7%. LaSalle Income & Growth VI returned 1.1%. Long Wharf Fund II returned 10.1%, Long Wharf Fund III returned 5.9%, and Long Wharf IV returned 1.4%. Oaktree REOF V returned 4.6%, REOF VI returned 3.4%, and Paulson returned 4.9%. The Siguler Guff Distressed Real Estate Opportunities portfolio returned 3.3% and the Distressed Real Estate Opportunities Fund II returned

-3.6. The Willows Office Property, which was recently appraised, returned 1.7%. Please note that the Angelo Gordon, DLJ, LaSalle, Paulson, and Siguler Guff funds are reported on a one-quarter lag due to financial reporting constraints, while all other portfolios are reported as of the current quarter end.

Alternative Investments
CCCERA total alternative investments returned 3.4% in the quarter, above the 2.8% return of the S&P + 4% per year benchmark. CCCERA total alternatives beat the benchmark over the trailing ten-year period, but shorter periods trail the benchmark. (Please note that due to timing constraints, all alternative portfolio and benchmark returns are for the quarter ending March 31, 2014). For further comments on each individual manager in the CCCERA alternatives portfolio, please refer to page 105.

Adam Street returned 4.5% for the quarter, Adams Street II returned 3.7%, Adams Street V returned 0.2% and the Brinson portfolio returned 3.3%. The Bay Area Equity Funds returned 7.8%, the Carpenter Bancfund returned 2.2%, Energy Investor Fund I returned -0.2%, EIF Fund II returned 1.0%, EIF III returned 1.5%, EIF IV returned 5.1%, Nogales returned -0.3%, Paladin III returned 2.5%, and the Pathway Funds returned 4.0%.

Opportunistic
The opportunistic allocation (entirely Oaktree) returned 4.9% in the second quarter.

Private Investment Commitments
CCCERA has committed to various private investment vehicles across multiple asset classes. Within domestic fixed income, CCCERA has committed $85 million to the Torchlight Debt Opportunity Fund II, $85 million to Torchlight Debt Opportunity Fund III, and $60 million to Torchlight Debt Opportunity Fund IV.

Within real estate, commitments include: $15 million to DLJ RECP I; $40 million to DLJ RECP II; $75 million to DLJ III, $100 million to DLJ IV; $50 million to INVESCO I; $85 million INVESCO II; $35 million to INVESCO III; $50 million to Long Wharf II; $75 million to Long Wharf III; $25 million to Long Wharf IV; $50 million to Oaktree Real Estate Opportunities Fund V; $75 million to Siguler Guff I; $70 million to Siguler Guff II, $75 million to LaSalle; $20 million to Paulson and $80 million to Angelo Gordon.

Within private equity: $230 million is committed to Adams Street Partners (including $50 million in February 2014); $30 million to Adams Street Secondary II; $125 million to Pathway; $30 million to Pathway 2008; $30 million to Energy Investors USPF I; $50 million to USPF II; $65 million to USPF III; $15 million to Nogales; $10 million to Bay Area Equity Fund; $10 million to Bay Area Equity Fund II; $25 million to Paladin III, $30 million to Carpenter Community BancFund, and $40 million to the Adams Street Global Secondary Fund V, which had its first capital call in the first quarter of 2012. Siguler Guff has a $200 million commitment and Ocean Avenue has a $30 million commitment.

Additionally, CCCERA has recently made commitments to two private real asset managers: $75 million to Aether and $50 million to CommonFund.

Within the opportunistic allocation, CCCERA made a $40 million commitment to Oaktree Private Investment Fund 2009.

Asset Allocation

The CCCERA fund at June 30, 2014 was above target in global equity (12.6% vs. 12.3%), international equity (10.9% vs 10.6%), global fixed income (4.1% vs. 4.0%), real estate (12.8% vs. 12.5%) and alternatives (6.5% vs. 6.0%). CCCERA was below target in domestic equity (23.5% vs. 23.7), US investment grade fixed Income (18.8% vs. 19.6%), high yield (4.9% vs. 5.0%), and opportunistic investments (0.5% vs. 0.8%). CCCERA was at target with cash (0.5% vs. 0.5%) and inflation hedging investments (5.0% vs. 5.0%).

ASSET ALLOCATION
As of June 30, 2014

DOMESTIC EQUITY		Market Value	% of Portion	% of Total	Current Target % of Total
Ceredex	$	202,731,786	6.4 %	3.0 %	3.0 %
Emerald		197,927,359	6.3	2.9	3.0
Intech - Large Core		297,922,774	9.4	4.4	4.3
Jackson Square Partners		308,826,879	9.8	4.6	4.5
PIMCO Stocks+		266,500,776	8.4	4.0	4.4
Robeco		308,234,912	9.7	4.6	4.5
TOTAL DOMESTIC	$	1,582,144,487	50.0 %	23.5 %	23.7 %
INTERNATIONAL EQUITY					
Pyrford	$	362,558,439	11.5	5.4	5.3 %
William Blair	$	367,867,326	11.6	5.5	5.3 %
International Transition		753,945	0.0	0.0	0.0
TOTAL INT'L EQUITY	$	731,179,710	23.1 %	10.9 %	10.6 %
GLOBAL EQUITY					
Artisan Partners	$	274,300,062	8.7 %	4.1 %	4.0 %
First Eagle		280,141,752	8.9	4.2	4.0
Intech Global Low Vol		23,074,818	0.7	0.3	0.3
JP Morgan		273,691,655	8.6	4.1	4.0
TOTAL GLOBAL EQUITY	$	851,208,287	26.9 %	12.6 %	12.3 %
TOTAL EQUITY	**$**	**3,164,532,483**	**100.0 %**	**47.0 %**	**46.6 %**
				Range:	*40 to 55 %*
DOMESTIC FIXED INCOME					
AFL-CIO	$	215,465,765	14.0 %	3.2 %	3.2 %
Goldman Sachs Core Plus		283,693,434	18.5	4.2	3.7
GSAM Workout		4,078	0.0	0.0	0.0
Lord Abbett		285,644,408	18.6	0.0	4.2
PIMCO		340,031,480	22.1	5.0	5.0
Torchlight II		79,236,458	5.2	1.2	1.0
Torchlight III		16,253,970	1.1	0.2	1.4
Torchlight IV		43,526,196	2.8	0.6	1.1
TOTAL US FIXED INCOME	$	1,263,855,790	82.2 %	18.8 %	19.6 %
GLOBAL FIXED					
Lazard Asset Mgmt	$	273,593,577	17.8 %	4.1 %	4.0 %
TOTAL GLOBAL	$	273,593,577	17.8 %	4.1 %	4.0 %
TOTAL FIXED INCOME	**$**	**1,537,449,367**	**100.0 %**	**22.8 %**	**23.6 %**
				Range:	*20 to 30 %*
HIGH YIELD					
Allianz Global Investors	$	331,833,079	100.0 %	4.9 %	5.0 %
TOTAL HIGH YIELD	$	331,833,079	100.0 %	4.9 %	5.0 %
				Range:	*2 to 9 %*
INFLATION HEDGE					
PIMCO All Asset Fund	$	118,665,820	35.5	1.8	-
Wellington RTR		207,750,869	62.2	3.1	-
Aether		553,037	0.2	0.0	-
Commonfund		7,272,554	2.2	0.1	-
TOTAL INFLATION HEDGE	$	334,242,280	100.0 %	5.0 %	5.0 %

ASSET ALLOCATION

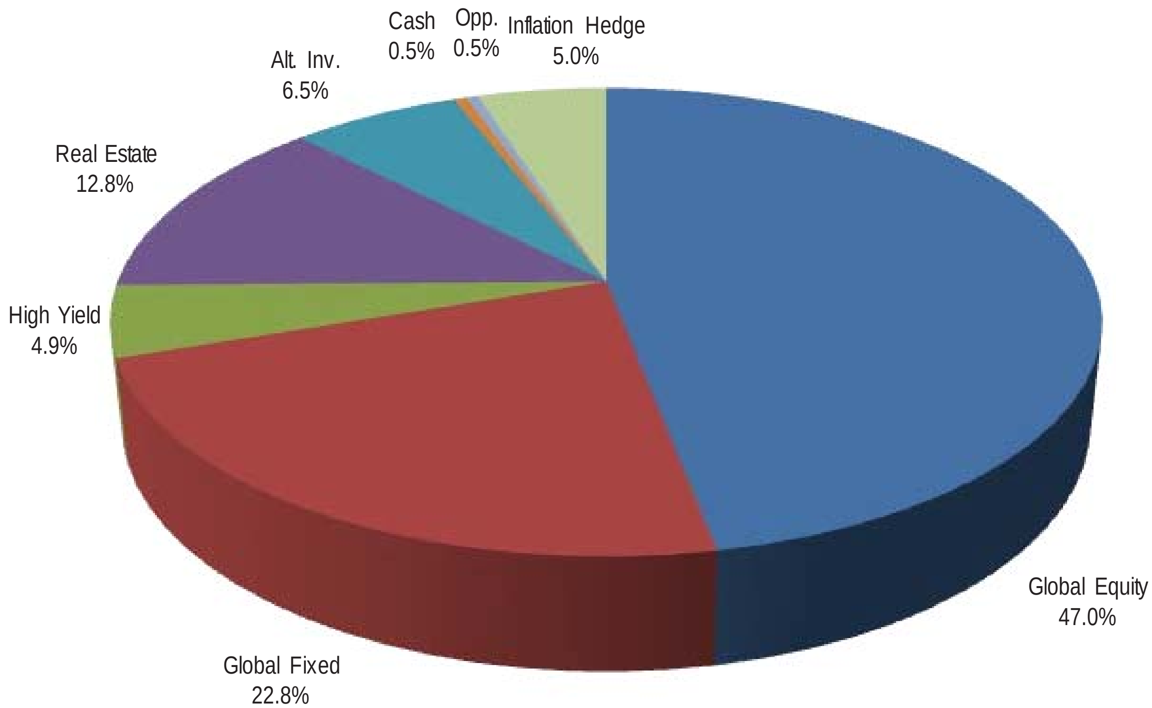
As of June 30, 2014

	Market Value	% of Portion	% of Total	Current Target % of Total
REAL ESTATE				
Adelante Capital	$ 180,032,329	20.8 %	2.7 %	3.0 %
Angelo Gordon	59,157,371	6.8	0.9	-
DLJ RECP II	3,721,933	0.4	0.1	-
DLJ RECP III	47,918,635	5.5	0.7	-
DLJ RECP IV	83,441,679	9.6	1.2	-
Long Wharf II	1,069,127	0.1	0.0	-
Long Wharf III	32,892,692	3.8	0.5	-
Long Wharf IV	11,025,210	1.3	0.2	-
Hearthstone I	68,858	0.0	0.0	-
Hearthstone II	-17,739	0.0	0.0	-
Invesco Fund I	9,714,581	1.1	0.1	-
Invesco Fund II	42,703,002	4.9	0.6	-
Invesco Fund III	25,352,543	2.9	0.4	-
Invesco International REIT	97,159,598	11.2	1.4	1.5
LaSalle Income & Growth	40,067,350	4.6	0.6	
Oaktree ROF V	57,076,822	6.6	0.8	-
Oaktree ROF VI	59,100,011	6.8	0.9	-
Paulson	14,998,402	1.7	0.2	
Siguler Guff I	67,892,756	7.9	1.0	-
Siguler Guff II	21,389,424	2.5	0.3	-
Willows Office Property	10,000,000	1.2	0.1	-
TOTAL REAL ESTATE	$ 864,764,584	100.0 %	12.8 %	12.5 %
			Range:	*10 to 16 %*
ALTERNATIVE INVESTMENTS				
Adams Street Partners	$ 137,011,183	31.2 %	2.0 %	- %
Bay Area Equity Fund	33,786,321	7.7	0.5	-
Carpenter Bancfund	38,409,389	8.8	0.6	-
Energy Investor Fund	844,245	0.2	0.0	-
Energy Investor Fund II	41,385,073	9.4	0.6	-
Energy Investor Fund III	49,738,384	11.3	0.7	-
Energy Investor Fund IV	17,145,659	3.9	0.3	-
Nogales	3,346,180	0.8	0.0	-
Paladin III	16,666,558	3.8	0.2	-
Pathway Capital	100,265,388	22.9	1.5	-
TOTAL ALTERNATIVE	$ 438,598,380	100.0 %	6.5 %	6.0 %
			Range:	*5 to 12 %*
OPPORTUNISTIC				
Oaktree PIF 2009	31,125,119	100.0	0.5	0.8
TOTAL OPPORTUNISTIC	$ 31,125,119	100.0 %	0.5 %	0.8 %
CASH				
Custodian Cash	$ 32,885,167	100.0 %	0.5 %	- %
Treasurer's Fixed	0	0.0	0.0	-
TOTAL CASH	$ 32,885,167	100.0 %	0.5 %	0.5 %
			Range:	*0 to 1 %*
TOTAL ASSETS	**$ 6,735,430,459**	**100.0 %**	**100.0 %**	**100.0 %**

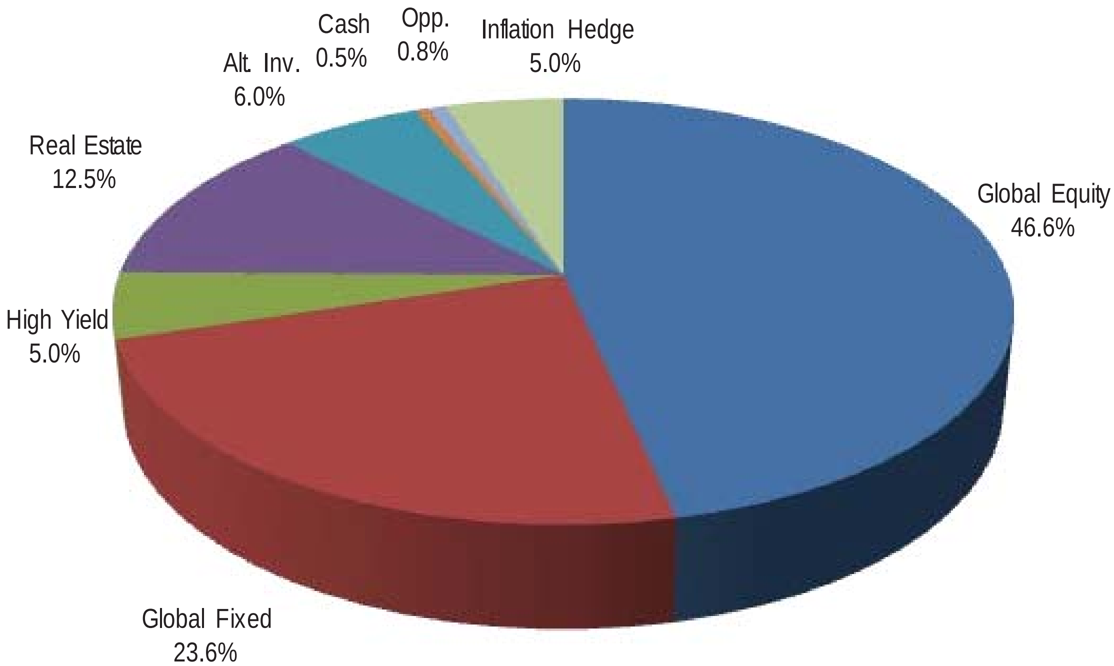
ASSET ALLOCATION

As of June 30, 2014

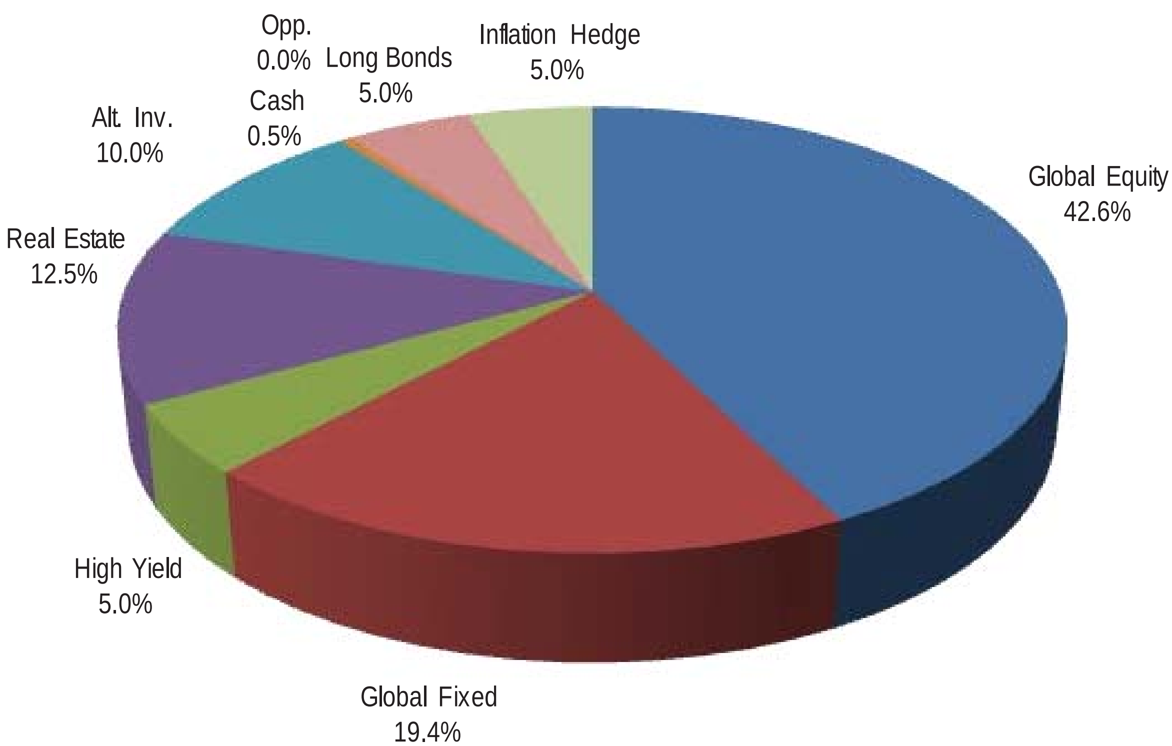
CCCERA Actual Asset Allocation



Current Target Asset Allocation



Long Term Target Asset Allocation



Annalized Performance

Before Fees

	Ending June 30, 2014							
	3 Mo	1 Yr	2 Yrs	3 Yrs	4 Yrs	5 Yrs	7 Yrs	10 Yrs
Total Fund	**3.8%**	**17.5%**	**15.3%**	**11.0%**	**14.0%**	**14.2%**	**6.0%**	**8.4%**
CPI+400 bps	*1.9%*	*6.2%*	*6.1%*	*6.0%*	*6.4%*	*6.2%*	*6.1%*	*6.5%*
Policy Benchmark	*4.1%*	*17.3%*	*14.8%*	*11.2%*	*13.9%*	*14.6%*	*--*	*--*
InvestorForce Public DB Gross Rank	*29*	*21*	*24*	*10*	*9*	*8*	*27*	*2*
InvestorForce Public DB Gross Median	*3.5%*	*16.0%*	*13.7%*	*9.5%*	*12.1%*	*12.3%*	*5.7%*	*7.1%*
Domestic Equity	**3.4%**	**25.9%**	**24.4%**	**16.8%**	**21.1%**	**20.0%**	**7.3%**	**8.9%**
Russell 3000	*4.9%*	*25.2%*	*23.3%*	*16.5%*	*20.2%*	*19.3%*	*6.5%*	*8.2%*
eA US All Cap Equity Gross Rank	*77*	*47*	*47*	*32*	*34*	*37*	*54*	*69*
eA US All Cap Equity Gross Median	*4.7%*	*25.6%*	*24.2%*	*15.7%*	*19.9%*	*19.4%*	*7.4%*	*9.8%*
Ceredex	3.7%	26.9%	25.8%	--	--	--	--	--
Russell 2000 Value	*2.4%*	*22.5%*	*23.6%*	*14.6%*	*18.6%*	*19.9%*	*5.5%*	*8.2%*
eA US Small Cap Value Equity Gross Rank	*37*	*40*	*55*	*--*	*--*	*--*	*--*	*--*
eA US Small Cap Value Equity Gross Median	*3.1%*	*25.4%*	*26.2%*	*16.4%*	*20.9%*	*21.7%*	*8.1%*	*10.4%*
Emerald Advisors	-2.8%	25.5%	26.5%	16.3%	24.1%	23.7%	9.0%	10.2%
Russell 2000 Growth	*1.7%*	*24.7%*	*24.2%*	*14.5%*	*21.1%*	*20.5%*	*7.9%*	*9.0%*
eA US Small Cap Growth Equity Gross Rank	*89*	*43*	*37*	*31*	*22*	*21*	*40*	*51*
eA US Small Cap Growth Equity Gross Median	*0.2%*	*24.2%*	*24.4%*	*14.9%*	*21.9%*	*21.9%*	*8.7%*	*10.2%*
Intech Large Cap Core	4.3%	24.9%	22.7%	15.8%	19.8%	18.8%	6.7%	--
S&P 500	*5.2%*	*24.6%*	*22.6%*	*16.6%*	*20.0%*	*18.8%*	*6.2%*	*7.8%*
eA US Large Cap Core Equity Gross Rank	*75*	*58*	*58*	*63*	*56*	*48*	*64*	*--*
eA US Large Cap Core Equity Gross Median	*4.9%*	*25.5%*	*23.1%*	*16.4%*	*19.9%*	*18.7%*	*7.0%*	*8.8%*
Jackson Square Partners	5.5%	29.5%	23.2%	18.9%	23.1%	21.2%	9.4%	--
Russell 1000 Growth	*5.1%*	*26.9%*	*21.9%*	*16.3%*	*20.7%*	*19.2%*	*8.0%*	*8.2%*
eA US Large Cap Growth Equity Gross Rank	*21*	*29*	*38*	*6*	*5*	*9*	*17*	*--*
eA US Large Cap Growth Equity Gross Median	*4.6%*	*27.3%*	*22.2%*	*15.4%*	*20.1%*	*18.6%*	*7.8%*	*8.6%*
PIMCO Stocks+	5.6%	25.2%	23.6%	17.9%	21.6%	21.7%	6.8%	8.2%
S&P 500	*5.2%*	*24.6%*	*22.6%*	*16.6%*	*20.0%*	*18.8%*	*6.2%*	*7.8%*
eA US Large Cap Core Equity Gross Rank	*23*	*54*	*44*	*20*	*16*	*4*	*58*	*70*
eA US Large Cap Core Equity Gross Median	*4.9%*	*25.5%*	*23.1%*	*16.4%*	*19.9%*	*18.7%*	*7.0%*	*8.8%*
Robeco Boston Partners	2.6%	23.1%	26.2%	18.4%	21.0%	19.7%	7.5%	10.3%
Russell 1000 Value	*5.1%*	*23.8%*	*24.6%*	*16.9%*	*19.8%*	*19.2%*	*4.8%*	*8.0%*
eA US Large Cap Value Equity Gross Rank	*96*	*62*	*33*	*14*	*27*	*33*	*23*	*14*
eA US Large Cap Value Equity Gross Median	*4.8%*	*24.4%*	*24.4%*	*16.5%*	*19.8%*	*18.9%*	*6.3%*	*9.0%*
International Equity	**5.9%**	**24.5%**	**19.2%**	**7.5%**	**12.8%**	**11.1%**	**-0.2%**	**7.0%**
MSCI ACWI ex USA	*5.0%*	*21.8%*	*17.6%*	*5.7%*	*11.3%*	*11.1%*	*1.3%*	*7.7%*
MSCI EAFE Gross	*4.3%*	*24.1%*	*21.6%*	*8.6%*	*13.8%*	*12.3%*	*1.5%*	*7.4%*
eA All ACWI ex-US Equity Gross Rank	*9*	*35*	*61*	*62*	*71*	*88*	*96*	*92*
eA All ACWI ex-US Equity Gross Median	*4.1%*	*22.6%*	*20.0%*	*8.3%*	*14.0%*	*13.7%*	*2.9%*	*9.5%*
Pyrford	--	--	--	--	--	--	--	--
MSCI ACWI ex USA Value	*5.6%*	*24.2%*	*18.4%*	*6.0%*	*11.2%*	*10.8%*	*0.9%*	*7.8%*
eA ACWI ex-US Value Equity Gross Rank	*--*	*--*	*--*	*--*	*--*	*--*	*--*	*--*
eA ACWI ex-US Value Equity Gross Median	*4.7%*	*23.5%*	*20.4%*	*8.4%*	*13.4%*	*12.7%*	*2.2%*	*9.4%*
William Blair	4.2%	21.3%	20.0%	9.7%	--	--	--	--
MSCI ACWI ex USA Growth	*4.4%*	*19.3%*	*16.8%*	*5.5%*	*11.3%*	*11.4%*	*1.6%*	*7.7%*
eA ACWI ex-US Growth Equity Gross Rank	*39*	*55*	*38*	*20*	*--*	*--*	*--*	*--*
eA ACWI ex-US Growth Equity Gross Median	*4.0%*	*21.5%*	*18.8%*	*7.9%*	*14.0%*	*14.4%*	*3.9%*	*9.5%*

Notes: Returns for periods longer than one year are annualized.

Annualized Performance

Before Fees

	Ending June 30, 2014							
	3 Mo	1 Yr	2 Yrs	3 Yrs	4 Yrs	5 Yrs	7 Yrs	10 Yrs
Global Equity	**4.7%**	**22.3%**	**19.1%**	**9.3%**	**13.8%**	**--**	**--**	**--**
MSCI ACWI	*5.0%*	*22.9%*	*19.7%*	*10.3%*	*14.9%*	*14.3%*	*3.2%*	*7.5%*
eA All Global Equity Gross Rank	*52*	*65*	*71*	*82*	*84*	*--*	*--*	*--*
eA All Global Equity Gross Median	*4.7%*	*24.1%*	*21.4%*	*12.0%*	*16.6%*	*16.2%*	*4.7%*	*9.3%*
Artisan Partners	4.7%	23.3%	--	--	--	--	--	--
MSCI ACWI	*5.0%*	*22.9%*	*19.7%*	*10.3%*	*14.9%*	*14.3%*	*3.2%*	*7.5%*
eA All Global Equity Gross Rank	*50*	*58*	*--*	*--*	*--*	*--*	*--*	*--*
eA All Global Equity Gross Median	*4.7%*	*24.1%*	*21.4%*	*12.0%*	*16.6%*	*16.2%*	*4.7%*	*9.3%*
First Eagle	3.8%	19.8%	16.7%	11.2%	--	--	--	--
MSCI ACWI	*5.0%*	*22.9%*	*19.7%*	*10.3%*	*14.9%*	*14.3%*	*3.2%*	*7.5%*
eA All Global Equity Gross Rank	*76*	*78*	*85*	*62*	*--*	*--*	*--*	*--*
eA All Global Equity Gross Median	*4.7%*	*24.1%*	*21.4%*	*12.0%*	*16.6%*	*16.2%*	*4.7%*	*9.3%*
Intech Global Low Vol	4.5%	18.4%	17.7%	--	--	--	--	--
MSCI ACWI	*5.0%*	*22.9%*	*19.7%*	*10.3%*	*14.9%*	*14.3%*	*3.2%*	*7.5%*
eA All Global Equity Gross Rank	*58*	*85*	*80*	*--*	*--*	*--*	*--*	*--*
eA All Global Equity Gross Median	*4.7%*	*24.1%*	*21.4%*	*12.0%*	*16.6%*	*16.2%*	*4.7%*	*9.3%*
JP Morgan Global Opportunities	5.6%	24.1%	21.5%	11.2%	15.3%	--	--	--
MSCI ACWI	*5.0%*	*22.9%*	*19.7%*	*10.3%*	*14.9%*	*14.3%*	*3.2%*	*7.5%*
eA All Global Equity Gross Rank	*28*	*51*	*49*	*62*	*70*	*--*	*--*	*--*
eA All Global Equity Gross Median	*4.7%*	*24.1%*	*21.4%*	*12.0%*	*16.6%*	*16.2%*	*4.7%*	*9.3%*
Domestic Fixed Income	**3.1%**	**7.3%**	**5.4%**	**6.5%**	**6.9%**	**8.7%**	**6.7%**	**6.4%**
Barclays U.S. Universal	*2.2%*	*5.2%*	*2.7%*	*4.2%*	*4.4%*	*5.6%*	*5.6%*	*5.3%*
Barclays Aggregate	*2.0%*	*4.4%*	*1.8%*	*3.7%*	*3.7%*	*4.9%*	*5.3%*	*4.9%*
eA US Core Fixed Inc Gross Rank	*4*	*6*	*2*	*4*	*3*	*2*	*14*	*5*
eA US Core Fixed Inc Gross Median	*2.1%*	*4.9%*	*2.6%*	*4.4%*	*4.5%*	*5.7%*	*5.9%*	*5.4%*
AFL-CIO	2.5%	4.9%	2.1%	4.0%	4.2%	5.0%	5.8%	5.4%
Barclays Aggregate	*2.0%*	*4.4%*	*1.8%*	*3.7%*	*3.7%*	*4.9%*	*5.3%*	*4.9%*
eA US Core Fixed Inc Gross Rank	*10*	*51*	*73*	*66*	*62*	*78*	*64*	*55*
eA US Core Fixed Inc Gross Median	*2.1%*	*4.9%*	*2.6%*	*4.4%*	*4.5%*	*5.7%*	*5.9%*	*5.4%*
Goldman Sachs Core Plus	2.3%	6.0%	3.8%	5.5%	5.3%	6.3%	--	--
Barclays Aggregate	*2.0%*	*4.4%*	*1.8%*	*3.7%*	*3.7%*	*4.9%*	*5.3%*	*4.9%*
eA US Core Fixed Inc Gross Rank	*25*	*13*	*14*	*11*	*14*	*27*	*--*	*--*
eA US Core Fixed Inc Gross Median	*2.1%*	*4.9%*	*2.6%*	*4.4%*	*4.5%*	*5.7%*	*5.9%*	*5.4%*
Lord Abbett	2.7%	6.6%	4.4%	5.9%	6.0%	7.5%	--	--
Barclays Aggregate	*2.0%*	*4.4%*	*1.8%*	*3.7%*	*3.7%*	*4.9%*	*5.3%*	*4.9%*
eA US Core Fixed Inc Gross Rank	*6*	*9*	*7*	*6*	*7*	*9*	*--*	*--*
eA US Core Fixed Inc Gross Median	*2.1%*	*4.9%*	*2.6%*	*4.4%*	*4.5%*	*5.7%*	*5.9%*	*5.4%*
PIMCO Total Return	2.4%	4.9%	3.1%	4.3%	4.7%	6.7%	6.9%	6.2%
Barclays Aggregate	*2.0%*	*4.4%*	*1.8%*	*3.7%*	*3.7%*	*4.9%*	*5.3%*	*4.9%*
eA US Core Fixed Inc Gross Rank	*13*	*52*	*27*	*56*	*34*	*18*	*8*	*7*
eA US Core Fixed Inc Gross Median	*2.1%*	*4.9%*	*2.6%*	*4.4%*	*4.5%*	*5.7%*	*5.9%*	*5.4%*
Torchlight II	3.8%	6.1%	17.7%	16.8%	23.0%	26.2%	-0.2%	--
ML HY Master II	*2.6%*	*11.8%*	*10.7%*	*9.3%*	*10.8%*	*13.9%*	*8.9%*	*8.9%*
eA US High Yield Fixed Inc Gross Rank	*5*	*97*	*1*	*1*	*1*	*1*	*99*	*--*
eA US High Yield Fixed Inc Gross Median	*2.4%*	*11.7%*	*10.6%*	*9.5%*	*11.1%*	*13.7%*	*8.7%*	*8.9%*

Annualized Performance

Before Fees

	Ending June 30, 2014							
	3 Mo	1 Yr	2 Yrs	3 Yrs	4 Yrs	5 Yrs	7 Yrs	10 Yrs
Torchlight III	27.6%	59.6%	31.8%	24.0%	19.7%	22.1%	--	--
ML HY Master II	*2.6%*	*11.8%*	*10.7%*	*9.3%*	*10.8%*	*13.9%*	*8.9%*	*8.9%*
eA US High Yield Fixed Inc Gross Rank	*1*	*1*	*1*	*1*	*1*	*1*	--	--
eA US High Yield Fixed Inc Gross Median	*2.4%*	*11.7%*	*10.6%*	*9.5%*	*11.1%*	*13.7%*	*8.7%*	*8.9%*
Torchlight IV	5.0%	18.9%	11.9%	--	--	--	--	--
ML HY Master II	*2.6%*	*11.8%*	*10.7%*	*9.3%*	*10.8%*	*13.9%*	*8.9%*	*8.9%*
eA US High Yield Fixed Inc Gross Rank	*1*	*1*	*21*	--	--	--	--	--
eA US High Yield Fixed Inc Gross Median	*2.4%*	*11.7%*	*10.6%*	*9.5%*	*11.1%*	*13.7%*	*8.7%*	*8.9%*
High Yield								
Allianz Global Investors	2.2%	11.1%	10.7%	9.7%	11.3%	13.6%	9.5%	9.2%
ML HY Master II	*2.6%*	*11.8%*	*10.7%*	*9.3%*	*10.8%*	*13.9%*	*8.9%*	*8.9%*
eA US High Yield Fixed Inc Gross Rank	*64*	*66*	*50*	*42*	*42*	*53*	*17*	*32*
eA US High Yield Fixed Inc Gross Median	*2.4%*	*11.7%*	*10.6%*	*9.5%*	*11.1%*	*13.7%*	*8.7%*	*8.9%*
Global Fixed Income								
Lazard	3.1%	7.6%	2.7%	2.9%	5.4%	6.0%	--	--
Barclays Global Aggregate	*2.5%*	*7.4%*	*2.5%*	*2.6%*	*4.5%*	*4.6%*	*5.5%*	*5.1%*
eA All Global Fixed Inc Gross Rank	*28*	*66*	*79*	*74*	*66*	*65*	--	--
eA All Global Fixed Inc Gross Median	*2.6%*	*8.6%*	*5.3%*	*5.0%*	*6.4%*	*7.0%*	*6.4%*	*6.2%*
Inflation Hedge	**3.3%**	**8.4%**	**--**	**--**	**--**	**--**	**--**	**--**
CPI+400 bps	*1.9%*	*6.2%*	*6.1%*	*6.0%*	*6.4%*	*6.2%*	*6.1%*	*6.5%*
InvestorForce Public DB Real Assets/Commodities Gross Rank	*46*	*65*	--	--	--	--	--	--
InvestorForce Public DB Real Assets/Commodities Gross Median	*2.6%*	*8.6%*	*4.6%*	*1.8%*	*8.6%*	*9.0%*	*5.5%*	*7.5%*
PIMCO All Asset Fund	4.7%	12.4%	--	--	--	--	--	--
CPI+400 bps	*1.9%*	*6.2%*	*6.1%*	*6.0%*	*6.4%*	*6.2%*	*6.1%*	*6.5%*
InvestorForce Public DB Real Assets/Commodities Gross Rank	*25*	*26*	--	--	--	--	--	--
InvestorForce Public DB Real Assets/Commodities Gross Median	*2.6%*	*8.6%*	*4.6%*	*1.8%*	*8.6%*	*9.0%*	*5.5%*	*7.5%*
Wellington Real Total Return	2.6%	6.3%	--	--	--	--	--	--
CPI+400 bps	*1.9%*	*6.2%*	*6.1%*	*6.0%*	*6.4%*	*6.2%*	*6.1%*	*6.5%*
InvestorForce Public DB Real Assets/Commodities Gross Rank	*51*	*91*	--	--	--	--	--	--
InvestorForce Public DB Real Assets/Commodities Gross Median	*2.6%*	*8.6%*	*4.6%*	*1.8%*	*8.6%*	*9.0%*	*5.5%*	*7.5%*
Aether Real Assets III	24.1%	--	--	--	--	--	--	--
CPI+500 bps	*2.1%*	*7.2%*	*7.0%*	*7.0%*	*7.4%*	*7.2%*	*7.1%*	*7.5%*
InvestorForce Public DB Real Assets/Commodities Gross + Rank	*1*	--	--	--	--	--	--	--
InvestorForce Public DB Real Assets/Commodities Gross + Median	*3.2%*	*9.4%*	*4.0%*	*1.2%*	*7.9%*	*9.1%*	*5.5%*	*7.5%*
Commonfund	0.3%	--	--	--	--	--	--	--
CPI+500 bps	*2.1%*	*7.2%*	*7.0%*	*7.0%*	*7.4%*	*7.2%*	*7.1%*	*7.5%*
InvestorForce Public DB Real Assets/Commodities Gross Rank	*84*	--	--	--	--	--	--	--
InvestorForce Public DB Real Assets/Commodities Gross Median	*2.6%*	*8.6%*	*4.6%*	*1.8%*	*8.6%*	*9.0%*	*5.5%*	*7.5%*

Annualized Performance

Before Fees

	Ending June 30, 2014							
	3 Mo	1 Yr	2 Yrs	3 Yrs	4 Yrs	5 Yrs	7 Yrs	10 Yrs
Real Estate	**4.1%**	**15.9%**	**14.8%**	**13.3%**	**17.0%**	**18.0%**	**2.8%**	**8.9%**
Real Estate Benchmark	*5.2%*	*12.8%*	*11.8%*	*12.2%*	*14.5%*	*14.0%*	*6.0%*	*9.9%*
NCREIF (ODCE) Index	*2.9%*	*12.7%*	*12.4%*	*12.4%*	*14.4%*	*10.0%*	*2.7%*	*7.1%*
NCREIF Property Index	*2.9%*	*11.2%*	*11.0%*	*11.3%*	*12.7%*	*9.7%*	*4.9%*	*8.6%*
InvestorForce All DB Real Estate Gross Rank	*22*	*3*	*3*	*20*	*9*	*12*	*41*	*7*
InvestorForce All DB Real Estate Gross Median	*2.8%*	*13.0%*	*12.0%*	*12.0%*	*14.2%*	*9.6%*	*2.6%*	*6.5%*
Adelante	7.5%	16.3%	11.9%	12.6%	17.7%	24.1%	3.7%	9.6%
Wilshire REIT	*7.2%*	*13.5%*	*10.9%*	*11.7%*	*17.2%*	*24.0%*	*4.5%*	*9.6%*
eA US REIT Gross Rank	*31*	*20*	*45*	*45*	*59*	*60*	*98*	*96*
eA US REIT Gross Median	*7.3%*	*15.0%*	*11.7%*	*12.3%*	*17.9%*	*24.4%*	*6.6%*	*11.2%*
Angelo, Gordon & Co	1.6%	17.2%	20.6%	--	--	--	--	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
InvestorForce All DB Real Estate Gross Rank	*85*	*2*	*1*	--	--	--	--	--
InvestorForce All DB Real Estate Gross Median	*2.8%*	*13.0%*	*12.0%*	*12.0%*	*14.2%*	*9.6%*	*2.6%*	*6.5%*
DLJ Real Estate II	0.3%	11.8%	12.3%	14.6%	15.3%	6.9%	1.9%	12.0%
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
InvestorForce All DB Real Estate Gross Rank	*90*	*77*	*45*	*1*	*34*	*89*	*65*	*1*
InvestorForce All DB Real Estate Gross Median	*2.8%*	*13.0%*	*12.0%*	*12.0%*	*14.2%*	*9.6%*	*2.6%*	*6.5%*
DLJ Real Estate III	2.1%	12.3%	13.0%	11.0%	9.0%	1.5%	1.7%	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
InvestorForce All DB Real Estate Gross Rank	*79*	*72*	*24*	*68*	*94*	*96*	*70*	--
InvestorForce All DB Real Estate Gross Median	*2.8%*	*13.0%*	*12.0%*	*12.0%*	*14.2%*	*9.6%*	*2.6%*	*6.5%*
DLJ Real Estate IV	-0.5%	8.9%	11.1%	10.0%	13.0%	10.5%	--	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
InvestorForce All DB Real Estate Gross Rank	*99*	*98*	*71*	*83*	*70*	*29*	--	--
InvestorForce All DB Real Estate Gross Median	*2.8%*	*13.0%*	*12.0%*	*12.0%*	*14.2%*	*9.6%*	*2.6%*	*6.5%*
INVESCO Intl REIT	8.5%	14.9%	17.2%	9.2%	14.6%	13.0%	--	--
FTSE EPRA/NAREIT Dev. ex-US	*8.8%*	*15.1%*	*16.8%*	*8.9%*	*14.4%*	*13.6%*	*0.3%*	*9.0%*
eA EAFE REIT Gross Rank	*57*	*38*	*58*	*37*	*43*	*71*	--	--
eA EAFE REIT Gross Median	*8.6%*	*14.4%*	*17.5%*	*8.8%*	*14.3%*	*13.2%*	*0.6%*	*10.2%*
INVESCO Fund I	5.8%	10.2%	12.9%	12.5%	18.2%	9.7%	-2.0%	--
NCREIF Property Index + 300 bps	*3.7%*	*14.5%*	*14.3%*	*14.6%*	*16.0%*	*12.9%*	*8.0%*	*11.9%*
InvestorForce All DB Real Estate Gross Rank	*18*	*93*	*26*	*42*	*3*	*49*	*98*	--
InvestorForce All DB Real Estate Gross Median	*2.8%*	*13.0%*	*12.0%*	*12.0%*	*14.2%*	*9.6%*	*2.6%*	*6.5%*
INVESCO Fund II	2.0%	14.4%	19.0%	22.3%	33.6%	17.9%	--	--
NCREIF Property Index + 300 bps	*3.7%*	*14.5%*	*14.3%*	*14.6%*	*16.0%*	*12.9%*	*8.0%*	*11.9%*
InvestorForce All DB Real Estate Gross Rank	*81*	*16*	*1*	*1*	*1*	*12*	--	--
InvestorForce All DB Real Estate Gross Median	*2.8%*	*13.0%*	*12.0%*	*12.0%*	*14.2%*	*9.6%*	*2.6%*	*6.5%*
INVESCO Fund III	3.7%	14.9%	--	--	--	--	--	--
NCREIF Property Index + 300 bps	*3.7%*	*14.5%*	*14.3%*	*14.6%*	*16.0%*	*12.9%*	*8.0%*	*11.9%*
InvestorForce All DB Real Estate Gross Rank	*23*	*11*	--	--	--	--	--	--
InvestorForce All DB Real Estate Gross Median	*2.8%*	*13.0%*	*12.0%*	*12.0%*	*14.2%*	*9.6%*	*2.6%*	*6.5%*
LaSalle Income & Growth Fund VI	1.1%	--	--	--	--	--	--	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
InvestorForce All DB Real Estate Gross Rank	*88*	--	--	--	--	--	--	--
InvestorForce All DB Real Estate Gross Median	*2.8%*	*13.0%*	*12.0%*	*12.0%*	*14.2%*	*9.6%*	*2.6%*	*6.5%*
Long Wharf Fund II	8.4%	20.7%	12.1%	10.6%	10.9%	7.1%	-7.4%	-1.5%
NCREIF Property Index + 300 bps	*3.7%*	*14.5%*	*14.3%*	*14.6%*	*16.0%*	*12.9%*	*8.0%*	*11.9%*
InvestorForce All DB Real Estate Gross Rank	*1*	*1*	*48*	*71*	*92*	*88*	*99*	*99*
InvestorForce All DB Real Estate Gross Median	*2.8%*	*13.0%*	*12.0%*	*12.0%*	*14.2%*	*9.6%*	*2.6%*	*6.5%*

Annalized Performance

Before Fees

	Ending June 30, 2014							
	3 Mo	1 Yr	2 Yrs	3 Yrs	4 Yrs	5 Yrs	7 Yrs	10 Yrs
Long Wharf Fund III	6.0%	22.5%	19.5%	19.2%	20.6%	7.2%	--	--
NCREIF Property Index + 300 bps	*3.7%*	*14.5%*	*14.3%*	*14.6%*	*16.0%*	*12.9%*	*8.0%*	*11.9%*
InvestorForce All DB Real Estate Gross Rank	*18*	*1*	*1*	*1*	*1*	*88*	--	--
InvestorForce All DB Real Estate Gross Median	*2.8%*	*13.0%*	*12.0%*	*12.0%*	*14.2%*	*9.6%*	*2.6%*	*6.5%*
Long Wharf Fund IV	1.4%	51.7%	--	--	--	--	--	--
NCREIF Property Index + 300 bps	*3.7%*	*14.5%*	*14.3%*	*14.6%*	*16.0%*	*12.9%*	*8.0%*	*11.9%*
InvestorForce All DB Real Estate Gross Rank	*86*	*1*	--	--	--	--	--	--
InvestorForce All DB Real Estate Gross Median	*2.8%*	*13.0%*	*12.0%*	*12.0%*	*14.2%*	*9.6%*	*2.6%*	*6.5%*
Oaktree REOF V	4.6%	16.9%	17.9%	--	--	--	--	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
InvestorForce All DB Real Estate Gross Rank	*21*	*2*	*1*	--	--	--	--	--
InvestorForce All DB Real Estate Gross Median	*2.8%*	*13.0%*	*12.0%*	*12.0%*	*14.2%*	*9.6%*	*2.6%*	*6.5%*
Oaktree REOF VI	3.4%	12.0%	--	--	--	--	--	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
InvestorForce All DB Real Estate Gross Rank	*27*	*76*	--	--	--	--	--	--
InvestorForce All DB Real Estate Gross Median	*2.8%*	*13.0%*	*12.0%*	*12.0%*	*14.2%*	*9.6%*	*2.6%*	*6.5%*
Paulson Real Estate II	4.9%	--	--	--	--	--	--	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
InvestorForce Public DB Real Estate Gross Rank	*57*	--	--	--	--	--	--	--
InvestorForce Public DB Real Estate Gross Median	*6.3%*	*13.3%*	*13.0%*	*12.3%*	*16.2%*	*18.5%*	*3.8%*	*8.0%*
Siguler Guff Distressed RE Opportunities	3.3%	24.6%	16.9%	--	--	--	--	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
InvestorForce All DB Real Estate Gross Rank	*30*	*1*	*1*	--	--	--	--	--
InvestorForce All DB Real Estate Gross Median	*2.8%*	*13.0%*	*12.0%*	*12.0%*	*14.2%*	*9.6%*	*2.6%*	*6.5%*
Siguler Guff Distressed RE Opportunities II	-3.6%	--	--	--	--	--	--	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
InvestorForce Public DB Real Estate Gross Rank	*99*	--	--	--	--	--	--	--
InvestorForce Public DB Real Estate Gross Median	*6.3%*	*13.3%*	*13.0%*	*12.3%*	*16.2%*	*18.5%*	*3.8%*	*8.0%*
Willows Office Property	1.7%	34.1%	19.0%	14.6%	-4.9%	-3.0%	3.7%	4.6%
NCREIF Property Index	*2.9%*	*11.2%*	*11.0%*	*11.3%*	*12.7%*	*9.7%*	*4.9%*	*8.6%*

Ending June 30, 2014

	3 Mo	1 Yr	2 Yrs	3 Yrs	4 Yrs	5 Yrs	7 Yrs	10 Yrs
Alternatives	**3.4%**	**20.0%**	**14.3%**	**13.0%**	**13.6%**	**13.1%**	**10.1%**	**14.4%**
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Adams Street Partners	4.5%	21.4%	13.9%	13.2%	15.6%	16.4%	9.6%	11.8%
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Adams Street Partners II	3.7%	18.6%	17.6%	18.9%	26.1%	41.2%	--	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Adams Street Partners Fund 5	0.2%	19.0%	--	--	--	--	--	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Brinson - Venture Capital	3.3%	18.0%	10.9%	8.8%	11.0%	12.5%	6.3%	10.6%
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Bay Area Equity Funds	**7.8%**	**118.9%**	**66.4%**	**65.1%**	**61.5%**	**48.8%**	**42.0%**	**--**
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Bay Area Equity Fund I	9.2%	--	--	--	--	--	--	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Bay Area Equity Fund II	3.8%	--	--	--	--	--	--	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Carpenter Bancfund	2.2%	9.6%	12.5%	14.3%	12.0%	8.3%	--	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Energy Investor Fund	-0.2%	-1.1%	1.6%	-3.3%	-8.8%	-3.8%	24.2%	28.1%
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Energy Investor Fund II	1.0%	10.9%	3.7%	4.2%	3.6%	3.5%	6.1%	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Energy Investor Fund III	1.5%	6.6%	7.5%	12.3%	10.2%	7.4%	--	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Energy Investor Fund IV	5.1%	17.2%	8.1%	--	--	--	--	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Nogales	-0.3%	21.1%	20.9%	17.5%	16.7%	15.3%	-19.5%	-11.3%
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Pathway Funds	**4.0%**	**22.0%**	**15.8%**	**12.3%**	**14.4%**	**15.3%**	**8.0%**	**14.2%**
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Pathway 6	5.9%	--	--	--	--	--	--	--
Pathway 7	-1.6%	--	--	--	--	--	--	--
Pathway Private Equity Fund	3.8%	--	--	--	--	--	--	--
Pathway Private Equity Fund 2008	3.5%	--	--	--	--	--	--	--
Paladin III	2.5%	-0.5%	4.6%	10.5%	10.9%	11.9%	--	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Opportunistic	**4.9%**	**14.9%**	**14.8%**	**9.3%**	**10.3%**	**--**	**--**	**--**
Oaktree PIF 2009	4.9%	14.9%	14.8%	9.8%	12.6%	--	--	--

	Gross of Fees		Net of Fees			
	Fund Level IRR	CCCERA IRR	Fund Level IRR	CCCERA IRR	Current Assets	Inception
FIXED INCOME						
Torchlight II	-2.2%	-2.1%	-3.8%	-3.7%	$ 79,236,458	07/01/06
Torchlight III	17.9%	15.6%	15.4%	13.1%	$ 16,253,970	12/12/08
Torchlight IV	22.6%	14.7%	17.7%	12.3%	$ 43,526,196	08/01/12
Oaktree PIF 2009	11.8%	11.5%	11.6%	11.2%	$ 31,125,119	02/18/10
INFLATION HEDGE						
Aether Real Assets III	n/a	n/a	n/a	n/a	$ 553,037	11/27/13
Commonfund	n/a	n/a	n/a	n/a	$ 7,272,554	06/28/13
REAL ESTATE						
Angelo Gordon Realty Fund VIII	15.8%	17.4%	11.9%	14.2%	$ 59,157,371	01/23/12
DLJ RECP II	26.3%	25.8%	23.2%	17.8%	$ 3,721,933	09/24/99
DLJ RECP III	2.2%	1.7%	0.5%	0.6%	$ 47,918,635	06/23/05
DLJ RECP IV	4.2%	4.6%	2.0%	2.3%	$ 83,441,679	02/11/08
LaSalle Income & Growth IV	3.2%	4.6%	-2.7%	-2.4%	$ 40,067,350	07/16/13
Long Wharf Fund II	-7.2%	-7.2%	-8.2%	-8.3%	$ 1,069,127	03/10/04
Long Wharf Fund III	6.4%	6.6%	4.2%	4.2%	$ 32,892,692	03/30/07
Long Wharf Fund IV	21.6%	22.8%	13.2%	13.5%	$ 11,025,210	07/03/13
Hearthstone I	n/a	n/a	n/a	3.9%	$ 68,858	06/15/95
Hearthstone II	n/a	n/a	n/a	26.7%	$ (17,739)	06/17/98
Invesco Real Estate I	2.3%	2.3%	1.2%	1.2%	$ 9,714,581	02/01/05
Invesco Real Estate II	7.8%	7.6%	7.0%	6.8%	$ 42,703,002	11/26/07
Invesco Real Estate III	23.7%	24.3%	22.0%	17.6%	$ 25,352,543	06/30/13
Oaktree REOF V	18.5%	14.6%	13.1%	12.5%	$ 57,076,822	12/31/11
Oaktree REOF VI	18.3%	18.0%	9.7%	10.3%	$ 59,100,011	09/30/13
Siguler Guff DREOF	17.5%	20.1%	14.4%	17.0%	$ 67,892,756	01/25/12
Siguler Guff DREOF II	53.4%	39.8%	33.0%	20.2%	$ 21,389,424	08/31/13
Paulson Real Estate Fund II	n/a	n/a	n/a	n/a	$ 14,998,402	11/10/13
ALTERNATIVE INVESTMENTS						
Adams Street Partners	*11.8%*	11.6%	*8.5%*	8.7%	$ 90,261,964	03/18/96
Adams Street Partners II	*25.6%*	21.8%	n/a	20.3%	$ 28,818,830	01/16/09
Adams Street Partners - BPF	14.5%	14.4%	n/a	11.8%	$ 11,427,690	01/18/96
Adams Street Partners - Fund 5	20.8%	18.6%	n/a	7.3%	$ 6,502,699	09/21/12
Bay Area Equity Fund	33.1%	33.8%	25.6%	26.2%	$ 31,042,820	06/14/04
Bay Area Equity Fund II*	17.3%	15.6%	8.7%	8.3%	$ 9,595,981	12/07/09
Carpenter Bancfund	12.0%	10.1%	10.0%	8.0%	$ 38,409,389	01/31/08
EIF US Power Fund I	33.6%	34.8%	28.6%	28.4%	$ 844,245	11/26/03
EIF US Power Fund II	7.4%	6.7%	4.4%	3.7%	$ 41,385,073	08/16/05
EIF US Power Fund III	5.6%	5.6%	2.5%	2.5%	$ 49,738,384	05/30/07
EIF US Power Fund IV	8.7%	8.8%	-3.7%	-4.8%	$ 17,145,659	11/28/11
Nogales	-4.2%	-4.7%	-9.0%	-9.3%	$ 3,346,180	02/15/04
Ocean Avenue Fund II	-	-	-	-	-	06/11/14
Paladin	4.5%	*4.5%*	4.5%	4.5%	$ 16,666,558	11/30/07
Pathway *(combined)*	15.6%	11.9%	9.0%	8.9%	$ 100,265,388	11/09/98
Benchmark [1]	10.5%	n/a	n/a	n/a		
Benchmark [2]	1.8%	n/a	n/a	n/a		

Benchmarks:

Pathway

Benchmark [1] Venture Economics Buyout Pooled IRR - 1999-2011 as of 3/31/14

Benchmark [2] Venture Economics Venture Capital IRR - 1999-2011 as of 3/31/14

** BAEF II returns reflect change in value over investment period*

Annalized Performance

After Fees

	Ending June 30, 2014							
	3 Mo	1 Yr	2 Yrs	3 Yrs	4 Yrs	5 Yrs	7 Yrs	10 Yrs
Total Fund	**3.6%**	**16.7%**	**14.5%**	**10.3%**	**13.3%**	**13.5%**	**5.4%**	**7.7%**
CPI+400 bps	*1.9%*	*6.2%*	*6.1%*	*6.0%*	*6.4%*	*6.2%*	*6.1%*	*6.5%*
Policy Benchmark	*4.1%*	*17.3%*	*14.8%*	*11.2%*	*13.9%*	*14.6%*	*--*	*--*
Domestic Equity	**3.3%**	**25.4%**	**24.0%**	**16.4%**	**20.7%**	**19.6%**	**6.9%**	**8.6%**
Russell 3000	*4.9%*	*25.2%*	*23.3%*	*16.5%*	*20.2%*	*19.3%*	*6.5%*	*8.2%*
Ceredex	3.5%	26.2%	25.1%	--	--	--	--	--
Russell 2000 Value	*2.4%*	*22.5%*	*23.6%*	*14.6%*	*18.6%*	*19.9%*	*5.5%*	*8.2%*
Emerald Advisors	-2.9%	24.8%	25.7%	15.6%	23.3%	23.0%	8.3%	9.5%
Russell 2000 Growth	*1.7%*	*24.7%*	*24.2%*	*14.5%*	*21.1%*	*20.5%*	*7.9%*	*9.0%*
Intech Large Cap Core	4.2%	24.4%	22.2%	15.3%	19.3%	18.4%	6.3%	--
S&P 500	*5.2%*	*24.6%*	*22.6%*	*16.6%*	*20.0%*	*18.8%*	*6.2%*	*7.8%*
Jackson Square Partners	5.4%	29.0%	22.7%	18.5%	22.6%	20.7%	8.9%	--
Russell 1000 Growth	*5.1%*	*26.9%*	*21.9%*	*16.3%*	*20.7%*	*19.2%*	*8.0%*	*8.2%*
PIMCO Stocks+	5.5%	24.9%	23.2%	17.5%	21.3%	21.4%	6.5%	7.9%
S&P 500	*5.2%*	*24.6%*	*22.6%*	*16.6%*	*20.0%*	*18.8%*	*6.2%*	*7.8%*
Robeco Boston Partners	2.5%	22.8%	25.8%	18.1%	20.6%	19.3%	7.2%	9.9%
Russell 1000 Value	*5.1%*	*23.8%*	*24.6%*	*16.9%*	*19.8%*	*19.2%*	*4.8%*	*8.0%*
International Equity	**5.8%**	**24.2%**	**18.8%**	**7.0%**	**12.3%**	**10.6%**	**-0.7%**	**6.5%**
MSCI ACWI ex USA	*5.0%*	*21.8%*	*17.6%*	*5.7%*	*11.3%*	*11.1%*	*1.3%*	*7.7%*
MSCI EAFE Gross	*4.3%*	*24.1%*	*21.6%*	*8.6%*	*13.8%*	*12.3%*	*1.5%*	*7.4%*
Pyrford	--	--	--	--	--	--	--	--
MSCI ACWI ex USA Value	*5.6%*	*24.2%*	*18.4%*	*6.0%*	*11.2%*	*10.8%*	*0.9%*	*7.8%*
William Blair	4.1%	20.8%	19.5%	9.2%	--	--	--	--
MSCI ACWI ex USA Growth	*4.4%*	*19.3%*	*16.8%*	*5.5%*	*11.3%*	*11.4%*	*1.6%*	*7.7%*
Global Equity	**4.5%**	**21.5%**	**18.5%**	**8.7%**	**13.3%**	**--**	**--**	**--**
MSCI ACWI	*5.0%*	*22.9%*	*19.7%*	*10.3%*	*14.9%*	*14.3%*	*3.2%*	*7.5%*
Artisan Partners	4.5%	22.4%	--	--	--	--	--	--
MSCI ACWI	*5.0%*	*22.9%*	*19.7%*	*10.3%*	*14.9%*	*14.3%*	*3.2%*	*7.5%*
First Eagle	3.6%	19.0%	15.8%	10.4%	--	--	--	--
MSCI ACWI	*5.0%*	*22.9%*	*19.7%*	*10.3%*	*14.9%*	*14.3%*	*3.2%*	*7.5%*
Intech Global Low Vol	4.4%	18.0%	17.3%	--	--	--	--	--
MSCI ACWI	*5.0%*	*22.9%*	*19.7%*	*10.3%*	*14.9%*	*14.3%*	*3.2%*	*7.5%*
JP Morgan Global Opportunities	5.5%	23.6%	21.0%	10.7%	14.9%	--	--	--
MSCI ACWI	*5.0%*	*22.9%*	*19.7%*	*10.3%*	*14.9%*	*14.3%*	*3.2%*	*7.5%*

Notes: Returns for periods longer than one year are annualized.

	Ending June 30, 2014							
	3 Mo	1 Yr	2 Yrs	3 Yrs	4 Yrs	5 Yrs	7 Yrs	10 Yrs
Domestic Fixed Income	**2.8%**	**6.6%**	**4.8%**	**6.0%**	**6.4%**	**8.2%**	**6.2%**	**6.0%**
Barclays U.S. Universal	*2.2%*	*5.2%*	*2.7%*	*4.2%*	*4.4%*	*5.6%*	*5.6%*	*5.3%*
Barclays Aggregate	*2.0%*	*4.4%*	*1.8%*	*3.7%*	*3.7%*	*4.9%*	*5.3%*	*4.9%*
AFL-CIO	2.4%	4.4%	1.7%	3.6%	3.8%	4.5%	5.4%	5.0%
Barclays Aggregate	*2.0%*	*4.4%*	*1.8%*	*3.7%*	*3.7%*	*4.9%*	*5.3%*	*4.9%*
Goldman Sachs Core Plus	2.2%	5.9%	3.6%	5.3%	5.1%	6.0%	--	--
Barclays Aggregate	*2.0%*	*4.4%*	*1.8%*	*3.7%*	*3.7%*	*4.9%*	*5.3%*	*4.9%*
Lord Abbett	2.7%	6.4%	4.2%	5.7%	5.8%	7.3%	--	--
Barclays Aggregate	*2.0%*	*4.4%*	*1.8%*	*3.7%*	*3.7%*	*4.9%*	*5.3%*	*4.9%*
PIMCO Total Return	2.3%	4.6%	2.8%	4.0%	4.4%	6.4%	6.7%	5.9%
Barclays Aggregate	*2.0%*	*4.4%*	*1.8%*	*3.7%*	*3.7%*	*4.9%*	*5.3%*	*4.9%*
Torchlight II	3.7%	5.3%	16.6%	15.6%	21.4%	23.6%	-2.6%	--
ML HY Master II	*2.6%*	*11.8%*	*10.7%*	*9.3%*	*10.8%*	*13.9%*	*8.9%*	*8.9%*
Torchlight III	21.7%	46.7%	25.4%	19.4%	15.3%	16.2%	--	--
ML HY Master II	*2.6%*	*11.8%*	*10.7%*	*9.3%*	*10.8%*	*13.9%*	*8.9%*	*8.9%*
Torchlight IV	3.6%	15.9%	8.7%	--	--	--	--	--
ML HY Master II	*2.6%*	*11.8%*	*10.7%*	*9.3%*	*10.8%*	*13.9%*	*8.9%*	*8.9%*
High Yield								
Allianz Global Investors	2.1%	10.7%	10.2%	9.3%	10.9%	13.1%	9.1%	8.7%
ML HY Master II	*2.6%*	*11.8%*	*10.7%*	*9.3%*	*10.8%*	*13.9%*	*8.9%*	*8.9%*
Global Fixed Income								
Lazard	3.0%	7.3%	2.4%	2.6%	5.1%	5.7%	--	--
Barclays Global Aggregate	*2.5%*	*7.4%*	*2.5%*	*2.6%*	*4.5%*	*4.6%*	*5.5%*	*5.1%*
Inflation Hedge	**3.0%**	**7.3%**	**--**	**--**	**--**	**--**	**--**	**--**
CPI+400 bps	*1.9%*	*6.2%*	*6.1%*	*6.0%*	*6.4%*	*6.2%*	*6.1%*	*6.5%*
PIMCO All Asset Fund	4.5%	11.4%	--	--	--	--	--	--
CPI+400 bps	*1.9%*	*6.2%*	*6.1%*	*6.0%*	*6.4%*	*6.2%*	*6.1%*	*6.5%*
Wellington Real Total Return	2.5%	5.7%	--	--	--	--	--	--
CPI+400 bps	*1.9%*	*6.2%*	*6.1%*	*6.0%*	*6.4%*	*6.2%*	*6.1%*	*6.5%*
Aether Real Assets III	0.7%	--	--	--	--	--	--	--
CPI+500 bps	*2.1%*	*7.2%*	*7.0%*	*7.0%*	*7.4%*	*7.2%*	*7.1%*	*7.5%*
Commonfund	-3.5%	--	--	--	--	--	--	--
CPI+500 bps	*2.1%*	*7.2%*	*7.0%*	*7.0%*	*7.4%*	*7.2%*	*7.1%*	*7.5%*

				Ending June 30, 2014				
	3 Mo	1 Yr	2 Yrs	3 Yrs	4 Yrs	5 Yrs	7 Yrs	10 Yrs
Real Estate	**3.8%**	**14.0%**	**13.3%**	**12.0%**	**15.7%**	**16.8%**	**1.7%**	**7.8%**
Real Estate Benchmark	*5.2%*	*12.8%*	*11.8%*	*12.2%*	*14.5%*	*14.0%*	*6.0%*	*9.9%*
NCREIF (ODCE) Index	*2.9%*	*12.7%*	*12.4%*	*12.4%*	*14.4%*	*10.0%*	*2.7%*	*7.1%*
NCREIF Property Index	*2.9%*	*11.2%*	*11.0%*	*11.3%*	*12.7%*	*9.7%*	*4.9%*	*8.6%*
Adelante	7.4%	15.7%	11.3%	12.0%	17.1%	23.5%	3.2%	9.0%
Wilshire REIT	*7.2%*	*13.5%*	*10.9%*	*11.7%*	*17.2%*	*24.0%*	*4.5%*	*9.6%*
Angelo, Gordon & Co	1.3%	11.6%	15.2%	--	--	--	--	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
DLJ Real Estate II	0.0%	10.8%	11.2%	13.2%	13.7%	5.4%	0.7%	10.8%
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
DLJ Real Estate III	1.5%	10.8%	11.6%	9.8%	7.6%	0.2%	0.7%	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
DLJ Real Estate IV	-0.7%	7.7%	9.8%	8.3%	11.0%	9.0%	--	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
INVESCO Intl REIT	8.3%	14.1%	16.4%	8.5%	13.9%	12.2%	--	--
FTSE EPRA/NAREIT Dev. ex-US	*8.8%*	*15.1%*	*16.8%*	*8.9%*	*14.4%*	*13.6%*	*0.3%*	*9.0%*
INVESCO Fund I	5.8%	10.0%	12.4%	11.8%	17.3%	8.6%	-3.0%	--
NCREIF Property Index + 300 bps	*3.7%*	*14.5%*	*14.3%*	*14.6%*	*16.0%*	*12.9%*	*8.0%*	*11.9%*
INVESCO Fund II	1.8%	13.7%	18.3%	21.6%	32.5%	16.2%	--	--
NCREIF Property Index + 300 bps	*3.7%*	*14.5%*	*14.3%*	*14.6%*	*16.0%*	*12.9%*	*8.0%*	*11.9%*
INVESCO Fund III	3.4%	13.3%	--	--	--	--	--	--
NCREIF Property Index + 300 bps	*3.7%*	*14.5%*	*14.3%*	*14.6%*	*16.0%*	*12.9%*	*8.0%*	*11.9%*
LaSalle Income & Growth Fund VI	0.6%	--	--	--	--	--	--	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
Long Wharf Fund II	8.4%	20.7%	11.9%	10.0%	10.0%	5.9%	-8.5%	-2.8%
NCREIF Property Index + 300 bps	*3.7%*	*14.5%*	*14.3%*	*14.6%*	*16.0%*	*12.9%*	*8.0%*	*11.9%*
Long Wharf Fund III	5.9%	21.1%	18.0%	17.7%	18.3%	2.4%	--	--
NCREIF Property Index + 300 bps	*3.7%*	*14.5%*	*14.3%*	*14.6%*	*16.0%*	*12.9%*	*8.0%*	*11.9%*
Long Wharf Fund IV	0.6%	36.8%	--	--	--	--	--	--
NCREIF Property Index + 300 bps	*3.7%*	*14.5%*	*14.3%*	*14.6%*	*16.0%*	*12.9%*	*8.0%*	*11.9%*
Oaktree REOF V	4.2%	15.1%	16.2%	--	--	--	--	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
Oaktree REOF VI	2.8%	6.2%	--	--	--	--	--	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
Paulson Real Estate II	4.4%	--	--	--	--	--	--	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
Siguler Guff Distressed RE Opportunities	3.1%	23.5%	15.4%	--	--	--	--	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
Siguler Guff Distressed RE Opportunities II	-4.1%	--	--	--	--	--	--	--
NCREIF Property Index + 500 bps	*4.2%*	*16.8%*	*16.5%*	*16.9%*	*18.3%*	*15.1%*	*10.1%*	*14.1%*
Willows Office Property	1.7%	34.1%	19.0%	14.6%	-4.9%	-3.0%	3.7%	4.6%
NCREIF Property Index	*2.9%*	*11.2%*	*11.0%*	*11.3%*	*12.7%*	*9.7%*	*4.9%*	*8.6%*

	Ending June 30, 2014							
	3 Mo	1 Yr	2 Yrs	3 Yrs	4 Yrs	5 Yrs	7 Yrs	10 Yrs
Alternatives	**3.0%**	**17.7%**	**12.0%**	**10.7%**	**11.1%**	**10.5%**	**7.4%**	**11.6%**
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Adams Street Partners	4.0%	19.2%	11.8%	11.0%	13.1%	13.6%	6.5%	5.3%
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Adams Street Partners II	3.5%	17.5%	16.4%	17.7%	24.3%	39.3%	--	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Adams Street Partners Fund 5	-1.0%	7.3%	--	--	--	--	--	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Brinson - Venture Capital	3.2%	17.2%	10.0%	7.9%	10.0%	11.5%	5.6%	9.5%
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Bay Area Equity Funds	**7.4%**	**115.7%**	**62.8%**	**61.1%**	**57.1%**	**44.9%**	**38.0%**	**--**
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Bay Area Equity Fund I	9.0%	--	--	--	--	--	--	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Bay Area Equity Fund II	3.0%	--	--	--	--	--	--	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Carpenter Bancfund	2.0%	8.6%	11.1%	13.8%	12.5%	9.6%	--	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Energy Investor Fund	-0.6%	-2.3%	0.4%	-4.5%	-10.3%	-5.6%	19.9%	23.9%
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Energy Investor Fund II	0.5%	9.1%	1.8%	2.3%	1.6%	1.4%	3.8%	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Energy Investor Fund III	1.1%	4.7%	5.5%	10.1%	7.5%	4.5%	--	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Energy Investor Fund IV	3.9%	9.0%	-1.5%	--	--	--	--	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Nogales	-0.3%	21.1%	20.9%	17.5%	18.5%	18.1%	-8.1%	-1.2%
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Pathway Funds	**3.4%**	**19.3%**	**13.5%**	**11.1%**	**14.0%**	**15.6%**	**8.9%**	**15.5%**
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Pathway 6	4.8%	--	--	--	--	--	--	--
Pathway 7	-6.4%	--	--	--	--	--	--	--
Pathway Private Equity Fund	3.5%	--	--	--	--	--	--	--
Pathway Private Equity Fund 2008	3.1%	--	--	--	--	--	--	--
Paladin III	1.7%	-4.3%	0.7%	6.4%	6.4%	7.2%	--	--
S&P500 + 4% QTR Lag	*2.8%*	*26.7%*	*22.6%*	*19.3%*	*19.5%*	*26.0%*	*10.6%*	*11.7%*
Opportunistic	**4.9%**	**14.9%**	**14.8%**	**9.2%**	**10.0%**	**--**	**--**	**--**
Oaktree PIF 2009	4.9%	14.9%	14.8%	9.8%	11.5%	--	--	--

Calendar Year Performance - Gross of Fees

	YTD	2013	2012	2011	2010	2009	2008
Total Fund	**6.5%**	**16.4%**	**14.3%**	**2.7%**	**14.0%**	**21.9%**	**-26.5%**
CPI+400 bps	*4.3%*	*5.6%*	*5.9%*	*7.1%*	*5.6%*	*6.9%*	*4.2%*
Policy Benchmark	*7.1%*	*15.6%*	*14.6%*	*2.8%*	*14.1%*	*--*	*--*
InvestorForce Public DB Gross Rank	*7*	*43*	*6*	*9*	*25*	*31*	*66*
InvestorForce Public DB Gross Median	*5.2%*	*15.5%*	*12.2%*	*0.9%*	*12.8%*	*20.3%*	*-24.7%*
Domestic Equity	**5.4%**	**36.2%**	**18.2%**	**1.1%**	**17.8%**	**30.8%**	**-37.5%**
Russell 3000	*6.9%*	*33.6%*	*16.4%*	*1.0%*	*16.9%*	*28.3%*	*-37.3%*
eA US All Cap Equity Gross Rank	*65*	*41*	*24*	*34*	*52*	*50*	*52*
eA US All Cap Equity Gross Median	*6.6%*	*34.7%*	*15.0%*	*-1.0%*	*17.8%*	*30.5%*	*-37.0%*
Ceredex	4.5%	36.5%	19.0%	--	--	--	--
Russell 2000 Value	*4.2%*	*34.5%*	*18.1%*	*-5.5%*	*24.5%*	*20.6%*	*-28.9%*
eA US Small Cap Value Equity Gross Rank	*59*	*66*	*38*	*--*	*--*	*--*	*--*
eA US Small Cap Value Equity Gross Median	*5.1%*	*38.1%*	*16.9%*	*-3.3%*	*26.9%*	*32.0%*	*-32.3%*
Emerald Advisors	0.5%	50.3%	18.5%	-0.6%	30.5%	33.2%	-36.5%
Russell 2000 Growth	*2.2%*	*43.3%*	*14.6%*	*-2.9%*	*29.1%*	*34.5%*	*-38.5%*
eA US Small Cap Growth Equity Gross Rank	*55*	*27*	*22*	*42*	*36*	*64*	*20*
eA US Small Cap Growth Equity Gross Median	*1.0%*	*45.6%*	*14.3%*	*-1.5%*	*28.6%*	*36.5%*	*-41.5%*
Intech Large Cap Core	6.6%	32.7%	15.3%	3.6%	15.0%	24.6%	-36.2%
S&P 500	*7.1%*	*32.4%*	*16.0%*	*2.1%*	*15.1%*	*26.5%*	*-37.0%*
eA US Large Cap Core Equity Gross Rank	*60*	*54*	*54*	*25*	*39*	*62*	*55*
eA US Large Cap Core Equity Gross Median	*6.9%*	*32.9%*	*15.4%*	*1.3%*	*14.4%*	*26.3%*	*-35.4%*
Jackson Square Partners	5.7%	35.4%	16.9%	8.9%	14.7%	43.9%	-42.5%
Russell 1000 Growth	*6.3%*	*33.5%*	*15.3%*	*2.6%*	*16.7%*	*37.2%*	*-38.4%*
eA US Large Cap Growth Equity Gross Rank	*41*	*40*	*37*	*3*	*63*	*13*	*82*
eA US Large Cap Growth Equity Gross Median	*5.3%*	*34.3%*	*15.7%*	*-0.3%*	*16.1%*	*34.0%*	*-38.4%*
PIMCO Stocks+	7.8%	31.4%	20.6%	2.3%	19.2%	37.3%	-43.7%
S&P 500	*7.1%*	*32.4%*	*16.0%*	*2.1%*	*15.1%*	*26.5%*	*-37.0%*
eA US Large Cap Core Equity Gross Rank	*33*	*68*	*4*	*36*	*7*	*7*	*99*
eA US Large Cap Core Equity Gross Median	*6.9%*	*32.9%*	*15.4%*	*1.3%*	*14.4%*	*26.3%*	*-35.4%*
Robeco Boston Partners	5.6%	37.4%	21.6%	0.9%	13.4%	27.3%	-33.2%
Russell 1000 Value	*8.3%*	*32.5%*	*17.5%*	*0.4%*	*15.5%*	*19.7%*	*-36.8%*
eA US Large Cap Value Equity Gross Rank	*86*	*24*	*5*	*46*	*68*	*33*	*32*
eA US Large Cap Value Equity Gross Median	*7.7%*	*33.6%*	*15.7%*	*0.5%*	*14.3%*	*24.3%*	*-35.1%*
International Equity	**5.8%**	**17.8%**	**18.5%**	**-11.5%**	**8.3%**	**23.3%**	**-44.1%**
MSCI ACWI ex USA	*5.6%*	*15.3%*	*16.8%*	*-13.7%*	*11.2%*	*41.4%*	*-45.5%*
MSCI EAFE Gross	*5.1%*	*23.3%*	*17.9%*	*-11.7%*	*8.2%*	*32.5%*	*-43.1%*
eA All ACWI ex-US Equity Gross Rank	*37*	*69*	*63*	*43*	*89*	*98*	*46*
eA All ACWI ex-US Equity Gross Median	*4.8%*	*20.2%*	*19.5%*	*-12.4%*	*14.8%*	*40.2%*	*-44.7%*
Pyrford	--	--	--	--	--	--	--
MSCI ACWI ex USA Value	*6.4%*	*15.0%*	*17.0%*	*-13.2%*	*7.8%*	*44.3%*	*-45.5%*
eA ACWI ex-US Value Equity Gross Rank	*--*	*--*	*--*	*--*	*--*	*--*	*--*
eA ACWI ex-US Value Equity Gross Median	*5.7%*	*19.3%*	*19.6%*	*-10.7%*	*10.1%*	*32.5%*	*-38.8%*
William Blair	3.8%	20.9%	24.3%	-13.2%	--	--	--
MSCI ACWI ex USA Growth	*4.8%*	*15.5%*	*16.7%*	*-14.2%*	*14.5%*	*38.7%*	*-45.6%*
eA ACWI ex-US Growth Equity Gross Rank	*51*	*44*	*6*	*55*	*--*	*--*	*--*
eA ACWI ex-US Growth Equity Gross Median	*3.9%*	*20.3%*	*19.3%*	*-12.6%*	*16.7%*	*45.5%*	*-47.3%*

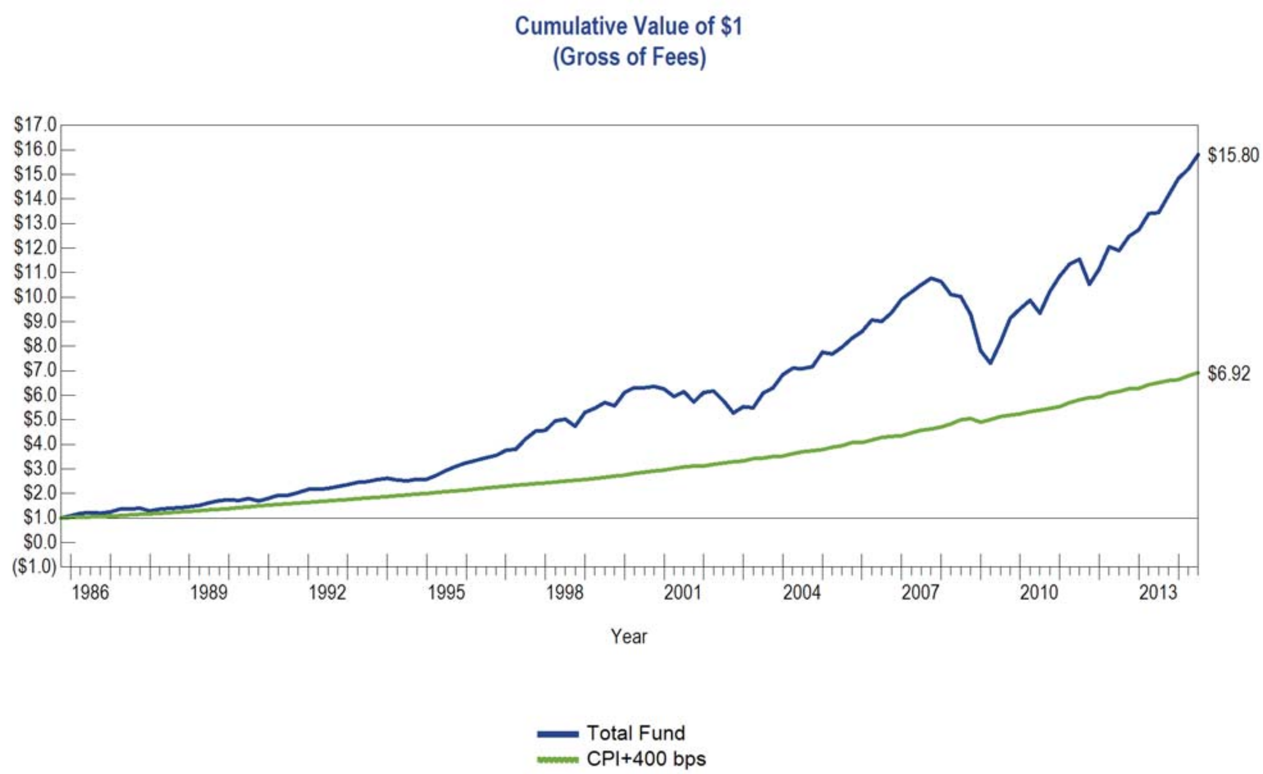
	YTD	2013	2012	2011	2010	2009	2008
Global Equity	**5.7%**	**23.7%**	**11.1%**	**-5.6%**	**--**	**--**	**--**
MSCI ACWI	*6.2%*	*22.8%*	*16.1%*	*-7.3%*	*12.7%*	*34.6%*	*-42.2%*
eA All Global Equity Gross Rank	*62*	*64*	*90*	*40*	*--*	*--*	*--*
eA All Global Equity Gross Median	*6.3%*	*26.2%*	*17.2%*	*-7.0%*	*14.3%*	*33.3%*	*-41.3%*
Artisan Partners	5.0%	26.1%	--	--	--	--	--
MSCI ACWI	*6.2%*	*22.8%*	*16.1%*	*-7.3%*	*12.7%*	*34.6%*	*-42.2%*
eA All Global Equity Gross Rank	*74*	*51*	*--*	*--*	*--*	*--*	*--*
eA All Global Equity Gross Median	*6.3%*	*26.2%*	*17.2%*	*-7.0%*	*14.3%*	*33.3%*	*-41.3%*
First Eagle	7.2%	17.9%	13.9%	--	--	--	--
MSCI ACWI	*6.2%*	*22.8%*	*16.1%*	*-7.3%*	*12.7%*	*34.6%*	*-42.2%*
eA All Global Equity Gross Rank	*38*	*80*	*78*	*--*	*--*	*--*	*--*
eA All Global Equity Gross Median	*6.3%*	*26.2%*	*17.2%*	*-7.0%*	*14.3%*	*33.3%*	*-41.3%*
Intech Global Low Vol	7.3%	24.2%	--	--	--	--	--
MSCI ACWI	*6.2%*	*22.8%*	*16.1%*	*-7.3%*	*12.7%*	*34.6%*	*-42.2%*
eA All Global Equity Gross Rank	*37*	*62*	*--*	*--*	*--*	*--*	*--*
eA All Global Equity Gross Median	*6.3%*	*26.2%*	*17.2%*	*-7.0%*	*14.3%*	*33.3%*	*-41.3%*
JP Morgan Global Opportunities	5.0%	26.9%	19.2%	-9.0%	--	--	--
MSCI ACWI	*6.2%*	*22.8%*	*16.1%*	*-7.3%*	*12.7%*	*34.6%*	*-42.2%*
eA All Global Equity Gross Rank	*74*	*46*	*32*	*63*	*--*	*--*	*--*
eA All Global Equity Gross Median	*6.3%*	*26.2%*	*17.2%*	*-7.0%*	*14.3%*	*33.3%*	*-41.3%*
Domestic Fixed Income	**5.2%**	**1.3%**	**9.7%**	**7.2%**	**10.6%**	**17.8%**	**-8.1%**
Barclays U.S. Universal	*4.2%*	*-1.3%*	*5.5%*	*7.4%*	*7.2%*	*8.6%*	*2.4%*
Barclays Aggregate	*3.9%*	*-2.0%*	*4.2%*	*7.8%*	*6.5%*	*5.9%*	*5.2%*
eA US Core Fixed Inc Gross Rank	*7*	*2*	*5*	*71*	*4*	*6*	*96*
eA US Core Fixed Inc Gross Median	*4.2%*	*-1.4%*	*5.9%*	*7.7%*	*7.3%*	*8.9%*	*4.1%*
AFL-CIO	4.4%	-1.9%	4.7%	8.3%	6.6%	6.6%	5.7%
Barclays Aggregate	*3.9%*	*-2.0%*	*4.2%*	*7.8%*	*6.5%*	*5.9%*	*5.2%*
eA US Core Fixed Inc Gross Rank	*30*	*78*	*80*	*23*	*75*	*76*	*32*
eA US Core Fixed Inc Gross Median	*4.2%*	*-1.4%*	*5.9%*	*7.7%*	*7.3%*	*8.9%*	*4.1%*
Goldman Sachs Core Plus	4.3%	-0.4%	7.9%	7.6%	7.6%	9.8%	--
Barclays Aggregate	*3.9%*	*-2.0%*	*4.2%*	*7.8%*	*6.5%*	*5.9%*	*5.2%*
eA US Core Fixed Inc Gross Rank	*32*	*15*	*13*	*55*	*39*	*43*	*--*
eA US Core Fixed Inc Gross Median	*4.2%*	*-1.4%*	*5.9%*	*7.7%*	*7.3%*	*8.9%*	*4.1%*
Lord Abbett	5.2%	-0.6%	8.6%	8.2%	8.5%	15.6%	--
Barclays Aggregate	*3.9%*	*-2.0%*	*4.2%*	*7.8%*	*6.5%*	*5.9%*	*5.2%*
eA US Core Fixed Inc Gross Rank	*7*	*18*	*8*	*27*	*15*	*9*	*--*
eA US Core Fixed Inc Gross Median	*4.2%*	*-1.4%*	*5.9%*	*7.7%*	*7.3%*	*8.9%*	*4.1%*
PIMCO Total Return	4.1%	-1.6%	8.5%	5.0%	9.3%	16.4%	0.0%
Barclays Aggregate	*3.9%*	*-2.0%*	*4.2%*	*7.8%*	*6.5%*	*5.9%*	*5.2%*
eA US Core Fixed Inc Gross Rank	*54*	*61*	*8*	*97*	*8*	*7*	*74*
eA US Core Fixed Inc Gross Median	*4.2%*	*-1.4%*	*5.9%*	*7.7%*	*7.3%*	*8.9%*	*4.1%*
Torchlight II	4.6%	18.2%	24.5%	24.0%	41.9%	16.4%	-64.9%
ML HY Master II	*5.6%*	*7.4%*	*15.6%*	*4.4%*	*15.2%*	*57.5%*	*-26.2%*
eA US High Yield Fixed Inc Gross Rank	*80*	*1*	*1*	*1*	*1*	*99*	*99*
eA US High Yield Fixed Inc Gross Median	*5.5%*	*7.6%*	*15.5%*	*4.9%*	*14.9%*	*45.0%*	*-21.2%*
Torchlight III	38.8%	18.0%	15.9%	4.2%	12.0%	45.2%	--
ML HY Master II	*5.6%*	*7.4%*	*15.6%*	*4.4%*	*15.2%*	*57.5%*	*-26.2%*
eA US High Yield Fixed Inc Gross Rank	*1*	*1*	*43*	*64*	*91*	*50*	*--*
eA US High Yield Fixed Inc Gross Median	*5.5%*	*7.6%*	*15.5%*	*4.9%*	*14.9%*	*45.0%*	*-21.2%*
Torchlight IV	6.5%	16.4%	--	--	--	--	--
ML HY Master II	*5.6%*	*7.4%*	*15.6%*	*4.4%*	*15.2%*	*57.5%*	*-26.2%*
eA US High Yield Fixed Inc Gross Rank	*12*	*1*	*--*	*--*	*--*	*--*	*--*
eA US High Yield Fixed Inc Gross Median	*5.5%*	*7.6%*	*15.5%*	*4.9%*	*14.9%*	*45.0%*	*-21.2%*

	YTD	2013	2012	2011	2010	2009	2008
High Yield							
Allianz Global Investors	4.9%	8.8%	14.1%	6.4%	15.2%	47.1%	-20.0%
ML HY Master II	*5.6%*	*7.4%*	*15.6%*	*4.4%*	*15.2%*	*57.5%*	*-26.2%*
eA US High Yield Fixed Inc Gross Rank	*72*	*28*	*73*	*21*	*42*	*44*	*44*
eA US High Yield Fixed Inc Gross Median	*5.5%*	*7.6%*	*15.5%*	*4.9%*	*14.9%*	*45.0%*	*-21.2%*
Global Fixed Income							
Lazard	5.0%	-3.5%	6.7%	5.6%	8.8%	11.3%	-0.4%
Barclays Global Aggregate	*4.9%*	*-2.6%*	*4.3%*	*5.6%*	*5.5%*	*6.9%*	*4.8%*
eA All Global Fixed Inc Gross Rank	*62*	*83*	*68*	*40*	*32*	*47*	*60*
eA All Global Fixed Inc Gross Median	*5.4%*	*0.2%*	*9.5%*	*5.0%*	*7.3%*	*10.6%*	*1.4%*
Inflation Hedge	**5.3%**	**--**	**--**	**--**	**--**	**--**	**--**
CPI+400 bps	*4.3%*	*5.6%*	*5.9%*	*7.1%*	*5.6%*	*6.9%*	*4.2%*
InvestorForce Public DB Real Assets/Commodities Gross Rank	*76*	*--*	*--*	*--*	*--*	*--*	*--*
InvestorForce Public DB Real Assets/Commodities Gross Median	*6.9%*	*-4.5%*	*3.9%*	*-6.0%*	*15.4%*	*2.9%*	*-8.9%*
PIMCO All Asset Fund	7.4%	--	--	--	--	--	--
CPI+400 bps	*4.3%*	*5.6%*	*5.9%*	*7.1%*	*5.6%*	*6.9%*	*4.2%*
InvestorForce Public DB Real Assets/Commodities Gross Rank	*37*	*--*	*--*	*--*	*--*	*--*	*--*
InvestorForce Public DB Real Assets/Commodities Gross Median	*6.9%*	*-4.5%*	*3.9%*	*-6.0%*	*15.4%*	*2.9%*	*-8.9%*
Wellington Real Total Return	4.3%	--	--	--	--	--	--
CPI+400 bps	*4.3%*	*5.6%*	*5.9%*	*7.1%*	*5.6%*	*6.9%*	*4.2%*
InvestorForce Public DB Real Assets/Commodities Gross Rank	*79*	*--*	*--*	*--*	*--*	*--*	*--*
InvestorForce Public DB Real Assets/Commodities Gross Median	*6.9%*	*-4.5%*	*3.9%*	*-6.0%*	*15.4%*	*2.9%*	*-8.9%*
Aether Real Assets III	--	--	--	--	--	--	--
CPI+500 bps	*4.8%*	*6.6%*	*6.9%*	*8.2%*	*6.6%*	*7.9%*	*5.2%*
InvestorForce Public DB Real Assets/Commodities Gross + Rank	*--*	*--*	*--*	*--*	*--*	*--*	*--*
InvestorForce Public DB Real Assets/Commodities Gross + Median	*6.9%*	*-4.5%*	*4.7%*	*-6.0%*	*15.4%*	*2.9%*	*-8.9%*
Commonfund	0.2%	--	--	--	--	--	--
CPI+500 bps	*4.8%*	*6.6%*	*6.9%*	*8.2%*	*6.6%*	*7.9%*	*5.2%*
InvestorForce Public DB Real Assets/Commodities Gross Rank	*99*	*--*	*--*	*--*	*--*	*--*	*--*
InvestorForce Public DB Real Assets/Commodities Gross Median	*6.9%*	*-4.5%*	*3.9%*	*-6.0%*	*15.4%*	*2.9%*	*-8.9%*

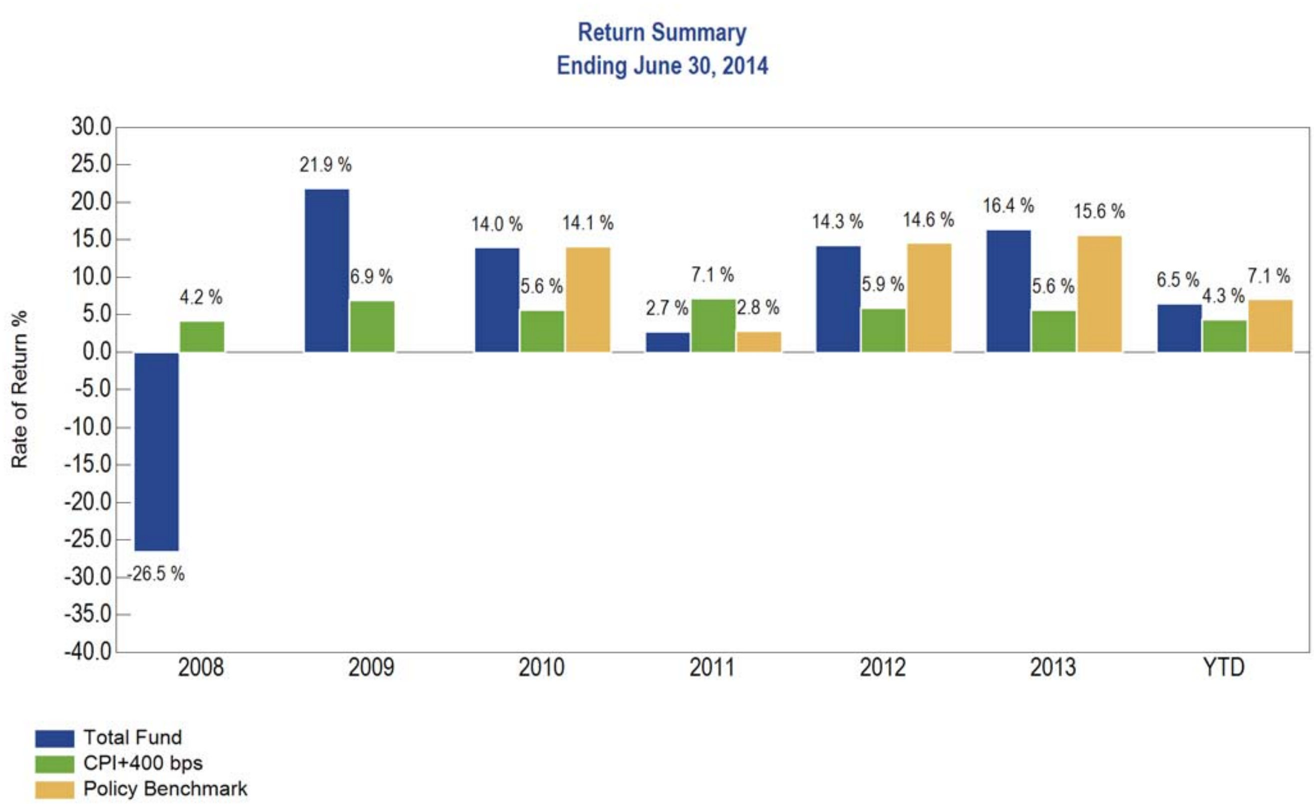
	YTD	2013	2012	2011	2010	2009	2008
Real Estate	**12.0%**	**10.5%**	**16.7%**	**10.4%**	**21.0%**	**-0.5%**	**-34.2%**
Real Estate Benchmark	*10.8%*	*7.1%*	*13.6%*	*13.6%*	*17.5%*	*-4.3%*	*-14.1%*
NCREIF (ODCE) Index	*5.5%*	*14.0%*	*10.9%*	*16.0%*	*16.4%*	*-29.8%*	*-10.0%*
NCREIF Property Index	*5.7%*	*11.0%*	*10.5%*	*14.3%*	*13.1%*	*-16.9%*	*-6.5%*
InvestorForce All DB Real Estate Gross Rank	*15*	*67*	*15*	*84*	*11*	*11*	*92*
InvestorForce All DB Real Estate Gross Median	*5.7%*	*12.4%*	*10.7%*	*15.1%*	*15.5%*	*-29.2%*	*-9.6%*
Adelante	18.5%	3.6%	17.7%	9.2%	31.2%	29.3%	-44.8%
Wilshire REIT	*18.1%*	*1.9%*	*17.6%*	*9.2%*	*28.6%*	*28.6%*	*-39.2%*
eA US REIT Gross Rank	*24*	*40*	*62*	*62*	*18*	*62*	*93*
eA US REIT Gross Median	*17.9%*	*3.1%*	*17.9%*	*10.1%*	*29.3%*	*31.4%*	*-37.6%*
Angelo, Gordon & Co	6.9%	29.0%	--	--	--	--	--
NCREIF Property Index + 500 bps	*8.3%*	*16.5%*	*16.1%*	*19.9%*	*18.7%*	*-12.6%*	*-1.7%*
InvestorForce All DB Real Estate Gross Rank	*25*	*1*	*--*	*--*	*--*	*--*	*--*
InvestorForce All DB Real Estate Gross Median	*5.7%*	*12.4%*	*10.7%*	*15.1%*	*15.5%*	*-29.2%*	*-9.6%*
DLJ Real Estate II	3.1%	19.0%	13.5%	11.4%	-7.2%	-30.5%	4.0%
NCREIF Property Index + 500 bps	*8.3%*	*16.5%*	*16.1%*	*19.9%*	*18.7%*	*-12.6%*	*-1.7%*
InvestorForce All DB Real Estate Gross Rank	*94*	*1*	*18*	*82*	*96*	*72*	*3*
InvestorForce All DB Real Estate Gross Median	*5.7%*	*12.4%*	*10.7%*	*15.1%*	*15.5%*	*-29.2%*	*-9.6%*
DLJ Real Estate III	8.5%	12.3%	10.9%	0.3%	-15.0%	-15.4%	1.7%
NCREIF Property Index + 500 bps	*8.3%*	*16.5%*	*16.1%*	*19.9%*	*18.7%*	*-12.6%*	*-1.7%*
InvestorForce All DB Real Estate Gross Rank	*21*	*55*	*47*	*93*	*99*	*15*	*3*
InvestorForce All DB Real Estate Gross Median	*5.7%*	*12.4%*	*10.7%*	*15.1%*	*15.5%*	*-29.2%*	*-9.6%*
DLJ Real Estate IV	5.5%	8.5%	9.1%	23.5%	-12.5%	-53.5%	--
NCREIF Property Index + 500 bps	*8.3%*	*16.5%*	*16.1%*	*19.9%*	*18.7%*	*-12.6%*	*-1.7%*
InvestorForce All DB Real Estate Gross Rank	*65*	*75*	*67*	*2*	*98*	*99*	*--*
InvestorForce All DB Real Estate Gross Median	*5.7%*	*12.4%*	*10.7%*	*15.1%*	*15.5%*	*-29.2%*	*-9.6%*
INVESCO Intl REIT	7.0%	5.4%	42.3%	-16.5%	14.6%	39.6%	--
FTSE EPRA/NAREIT Dev. ex-US	*7.5%*	*5.8%*	*38.5%*	*-15.3%*	*16.0%*	*44.5%*	*-52.0%*
eA EAFE REIT Gross Rank	*53*	*75*	*19*	*55*	*64*	*47*	*--*
eA EAFE REIT Gross Median	*7.0%*	*6.5%*	*40.5%*	*-16.3%*	*15.1%*	*39.0%*	*-49.4%*
INVESCO Fund I	10.9%	4.0%	15.0%	28.3%	32.8%	-49.2%	-23.2%
NCREIF Property Index + 300 bps	*7.3%*	*14.3%*	*13.8%*	*17.7%*	*16.5%*	*-14.3%*	*-3.6%*
InvestorForce All DB Real Estate Gross Rank	*17*	*86*	*16*	*1*	*1*	*99*	*90*
InvestorForce All DB Real Estate Gross Median	*5.7%*	*12.4%*	*10.7%*	*15.1%*	*15.5%*	*-29.2%*	*-9.6%*
INVESCO Fund II	7.1%	21.2%	16.4%	34.9%	96.4%	-72.8%	-81.3%
NCREIF Property Index + 300 bps	*7.3%*	*14.3%*	*13.8%*	*17.7%*	*16.5%*	*-14.3%*	*-3.6%*
InvestorForce All DB Real Estate Gross Rank	*23*	*1*	*15*	*1*	*1*	*99*	*99*
InvestorForce All DB Real Estate Gross Median	*5.7%*	*12.4%*	*10.7%*	*15.1%*	*15.5%*	*-29.2%*	*-9.6%*
INVESCO Fund III	8.5%	--	--	--	--	--	--
NCREIF Property Index + 300 bps	*7.3%*	*14.3%*	*13.8%*	*17.7%*	*16.5%*	*-14.3%*	*-3.6%*
InvestorForce All DB Real Estate Gross Rank	*21*	*--*	*--*	*--*	*--*	*--*	*--*
InvestorForce All DB Real Estate Gross Median	*5.7%*	*12.4%*	*10.7%*	*15.1%*	*15.5%*	*-29.2%*	*-9.6%*
LaSalle Income & Growth Fund VI	2.6%	--	--	--	--	--	--
NCREIF Property Index + 500 bps	*8.3%*	*16.5%*	*16.1%*	*19.9%*	*18.7%*	*-12.6%*	*-1.7%*
InvestorForce All DB Real Estate Gross Rank	*97*	*--*	*--*	*--*	*--*	*--*	*--*
InvestorForce All DB Real Estate Gross Median	*5.7%*	*12.4%*	*10.7%*	*15.1%*	*15.5%*	*-29.2%*	*-9.6%*
Long Wharf Fund II	15.6%	9.5%	2.3%	11.8%	10.0%	-40.0%	-41.9%
NCREIF Property Index + 300 bps	*7.3%*	*14.3%*	*13.8%*	*17.7%*	*16.5%*	*-14.3%*	*-3.6%*
InvestorForce All DB Real Estate Gross Rank	*10*	*71*	*97*	*82*	*88*	*96*	*98*
InvestorForce All DB Real Estate Gross Median	*5.7%*	*12.4%*	*10.7%*	*15.1%*	*15.5%*	*-29.2%*	*-9.6%*

	YTD	2013	2012	2011	2010	2009	2008
Long Wharf Fund III	8.5%	21.9%	11.9%	19.6%	49.5%	-71.2%	-10.7%
NCREIF Property Index + 300 bps	*7.3%*	*14.3%*	*13.8%*	*17.7%*	*16.5%*	*-14.3%*	*-3.6%*
InvestorForce All DB Real Estate Gross Rank	*21*	*1*	*36*	*13*	*1*	*99*	*64*
InvestorForce All DB Real Estate Gross Median	*5.7%*	*12.4%*	*10.7%*	*15.1%*	*15.5%*	*-29.2%*	*-9.6%*
Long Wharf Fund IV	16.4%	--	--	--	--	--	--
NCREIF Property Index + 300 bps	*7.3%*	*14.3%*	*13.8%*	*17.7%*	*16.5%*	*-14.3%*	*-3.6%*
InvestorForce All DB Real Estate Gross Rank	*9*	--	--	--	--	--	--
InvestorForce All DB Real Estate Gross Median	*5.7%*	*12.4%*	*10.7%*	*15.1%*	*15.5%*	*-29.2%*	*-9.6%*
Oaktree REOF V	10.9%	16.2%	12.5%	--	--	--	--
NCREIF Property Index + 500 bps	*8.3%*	*16.5%*	*16.1%*	*19.9%*	*18.7%*	*-12.6%*	*-1.7%*
InvestorForce All DB Real Estate Gross Rank	*17*	*6*	*27*	--	--	--	--
InvestorForce All DB Real Estate Gross Median	*5.7%*	*12.4%*	*10.7%*	*15.1%*	*15.5%*	*-29.2%*	*-9.6%*
Oaktree REOF VI	8.5%	--	--	--	--	--	--
NCREIF Property Index + 500 bps	*8.3%*	*16.5%*	*16.1%*	*19.9%*	*18.7%*	*-12.6%*	*-1.7%*
InvestorForce All DB Real Estate Gross Rank	*21*	--	--	--	--	--	--
InvestorForce All DB Real Estate Gross Median	*5.7%*	*12.4%*	*10.7%*	*15.1%*	*15.5%*	*-29.2%*	*-9.6%*
Paulson Real Estate II	59.4%	--	--	--	--	--	--
NCREIF Property Index + 500 bps	*8.3%*	*16.5%*	*16.1%*	*19.9%*	*18.7%*	*-12.6%*	*-1.7%*
InvestorForce Public DB Real Estate Gross Rank	*1*	--	--	--	--	--	--
InvestorForce Public DB Real Estate Gross Median	*11.3%*	*6.2%*	*12.8%*	*9.9%*	*19.4%*	*-15.8%*	*-14.1%*
Siguler Guff Distressed RE Opportunities	17.4%	14.4%	--	--	--	--	--
NCREIF Property Index + 500 bps	*8.3%*	*16.5%*	*16.1%*	*19.9%*	*18.7%*	*-12.6%*	*-1.7%*
InvestorForce All DB Real Estate Gross Rank	*9*	*18*	--	--	--	--	--
InvestorForce All DB Real Estate Gross Median	*5.7%*	*12.4%*	*10.7%*	*15.1%*	*15.5%*	*-29.2%*	*-9.6%*
Siguler Guff Distressed RE Opportunities II	12.9%	--	--	--	--	--	--
NCREIF Property Index + 500 bps	*8.3%*	*16.5%*	*16.1%*	*19.9%*	*18.7%*	*-12.6%*	*-1.7%*
InvestorForce Public DB Real Estate Gross Rank	*39*	--	--	--	--	--	--
InvestorForce Public DB Real Estate Gross Median	*11.3%*	*6.2%*	*12.8%*	*9.9%*	*19.4%*	*-15.8%*	*-14.1%*
Willows Office Property	29.8%	7.5%	6.3%	6.1%	-46.7%	4.9%	3.7%
NCREIF Property Index	*5.7%*	*11.0%*	*10.5%*	*14.3%*	*13.1%*	*-16.9%*	*-6.5%*

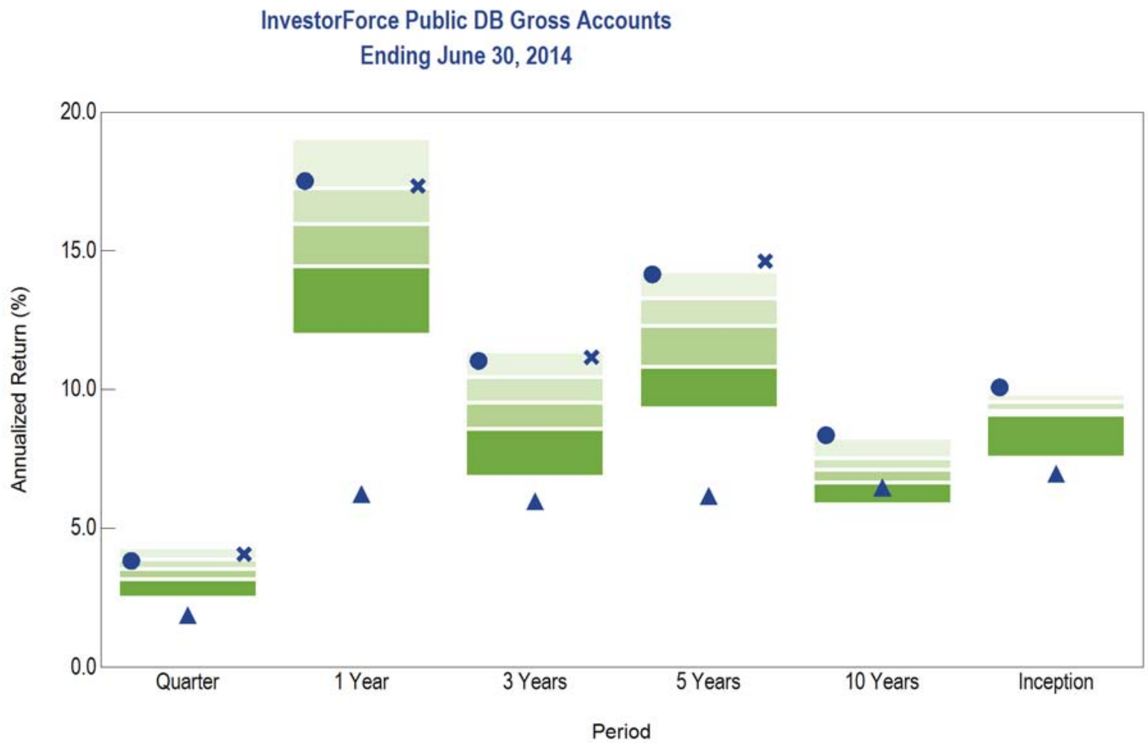
	YTD	2013	2012	2011	2010	2009	2008
Alternatives	**10.6%**	**15.0%**	**10.9%**	**12.6%**	**10.5%**	**-0.9%**	**2.9%**
S&P500 + 4% QTR Lag	*14.7%*	*24.1%*	*35.4%*	*5.2%*	*14.5%*	*-3.1%*	*-18.8%*
Adams Street Partners	13.0%	12.8%	12.0%	17.0%	15.5%	-5.5%	-3.0%
S&P500 + 4% QTR Lag	*14.7%*	*24.1%*	*35.4%*	*5.2%*	*14.5%*	*-3.1%*	*-18.8%*
Adams Street Partners II	10.3%	14.3%	22.3%	44.8%	44.1%	--	--
S&P500 + 4% QTR Lag	*14.7%*	*24.1%*	*35.4%*	*5.2%*	*14.5%*	*-3.1%*	*-18.8%*
Adams Street Partners Fund 5	10.5%	14.2%	--	--	--	--	--
S&P500 + 4% QTR Lag	*14.7%*	*24.1%*	*35.4%*	*5.2%*	*14.5%*	*-3.1%*	*-18.8%*
Brinson - Venture Capital	8.1%	12.5%	8.4%	8.3%	14.8%	-9.9%	-6.1%
S&P500 + 4% QTR Lag	*14.7%*	*24.1%*	*35.4%*	*5.2%*	*14.5%*	*-3.1%*	*-18.8%*
Bay Area Equity Funds	**54.1%**	**77.6%**	**15.3%**	**67.4%**	**42.6%**	**0.2%**	**24.4%**
S&P500 + 4% QTR Lag	*14.7%*	*24.1%*	*35.4%*	*5.2%*	*14.5%*	*-3.1%*	*-18.8%*
Bay Area Equity Fund I	--	--	--	--	--	--	--
S&P500 + 4% QTR Lag	*14.7%*	*24.1%*	*35.4%*	*5.2%*	*14.5%*	*-3.1%*	*-18.8%*
Bay Area Equity Fund II	--	--	--	--	--	--	--
S&P500 + 4% QTR Lag	*14.7%*	*24.1%*	*35.4%*	*5.2%*	*14.5%*	*-3.1%*	*-18.8%*
Carpenter Bancfund	6.4%	13.1%	22.4%	4.4%	-1.8%	-10.2%	--
S&P500 + 4% QTR Lag	*14.7%*	*24.1%*	*35.4%*	*5.2%*	*14.5%*	*-3.1%*	*-18.8%*
Energy Investor Fund	-0.7%	1.1%	-8.2%	-16.1%	10.5%	90.3%	220.5%
S&P500 + 4% QTR Lag	*14.7%*	*24.1%*	*35.4%*	*5.2%*	*14.5%*	*-3.1%*	*-18.8%*
Energy Investor Fund II	3.1%	1.5%	0.1%	7.2%	4.1%	0.4%	19.7%
S&P500 + 4% QTR Lag	*14.7%*	*24.1%*	*35.4%*	*5.2%*	*14.5%*	*-3.1%*	*-18.8%*
Energy Investor Fund III	4.7%	8.9%	8.4%	21.3%	-6.1%	10.6%	112.2%
S&P500 + 4% QTR Lag	*14.7%*	*24.1%*	*35.4%*	*5.2%*	*14.5%*	*-3.1%*	*-18.8%*
Energy Investor Fund IV	13.9%	1.4%	2.6%	--	--	--	--
S&P500 + 4% QTR Lag	*14.7%*	*24.1%*	*35.4%*	*5.2%*	*14.5%*	*-3.1%*	*-18.8%*
Nogales	-0.4%	40.4%	8.1%	7.4%	20.8%	-75.4%	-54.8%
S&P500 + 4% QTR Lag	*14.7%*	*24.1%*	*35.4%*	*5.2%*	*14.5%*	*-3.1%*	*-18.8%*
Pathway Funds	**10.2%**	**19.6%**	**11.3%**	**10.9%**	**12.9%**	**-11.0%**	**-8.6%**
S&P500 + 4% QTR Lag	*14.7%*	*24.1%*	*35.4%*	*5.2%*	*14.5%*	*-3.1%*	*-18.8%*
Pathway 6	--	--	--	--	--	--	--
Pathway 7	--	--	--	--	--	--	--
Pathway Private Equity Fund	--	--	--	--	--	--	--
Pathway Private Equity Fund 2008	--	--	--	--	--	--	--
Paladin III	-4.8%	13.6%	4.4%	27.0%	9.9%	10.0%	-10.8%
S&P500 + 4% QTR Lag	*14.7%*	*24.1%*	*35.4%*	*5.2%*	*14.5%*	*-3.1%*	*-18.8%*
Opportunistic	**8.6%**	**16.8%**	**13.6%**	**-6.6%**	**13.6%**	**--**	**--**
Oaktree PIF 2009	8.6%	16.8%	12.8%	4.6%	--	--	--



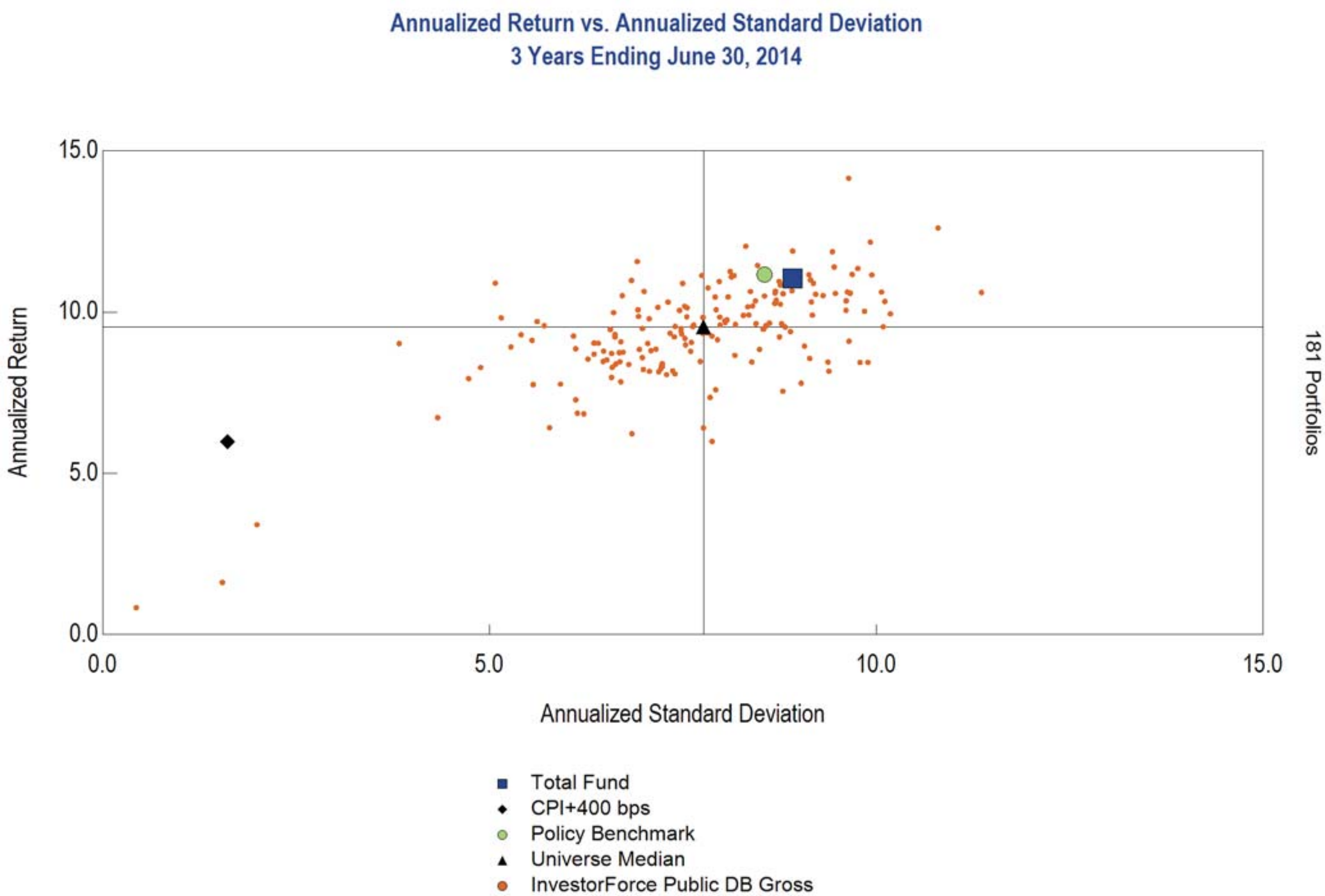
Cumulative Value of $1
(Gross of Fees)
$17.0
$16.0
$15.0
$14.0
$13.0
$12.0
$11.0
$10.0
$9.0
$8.0
$7.0
$6.0
$5.0
$4.0
$3.0
$2.0
$1.0
$0.0
($1.0)
$15.80
$6.92
1986
1989
1992
1995
1998
2001
2004
2007
2010
2013
Year
Total Fund
CPI+400 bps



Return Summary
Ending June 30, 2014
Rate of Return %
30.0
25.0
20.0
15.0
10.0
5.0
0.0
-5.0
-10.0
-15.0
-20.0
-25.0
-30.0
-35.0
-40.0
-26.5 %
4.2 %
21.9 %
6.9 %
14.0 %
5.6 %
14.1 %
2.7 %
7.1 %
2.8 %
14.3 %
5.9 %
14.6 %
16.4 %
5.6 %
15.6 %
6.5 %
4.3 %
7.1 %
2008
2009
2010
2011
2012
2013
YTD
Total Fund
CPI+400 bps
Policy Benchmark

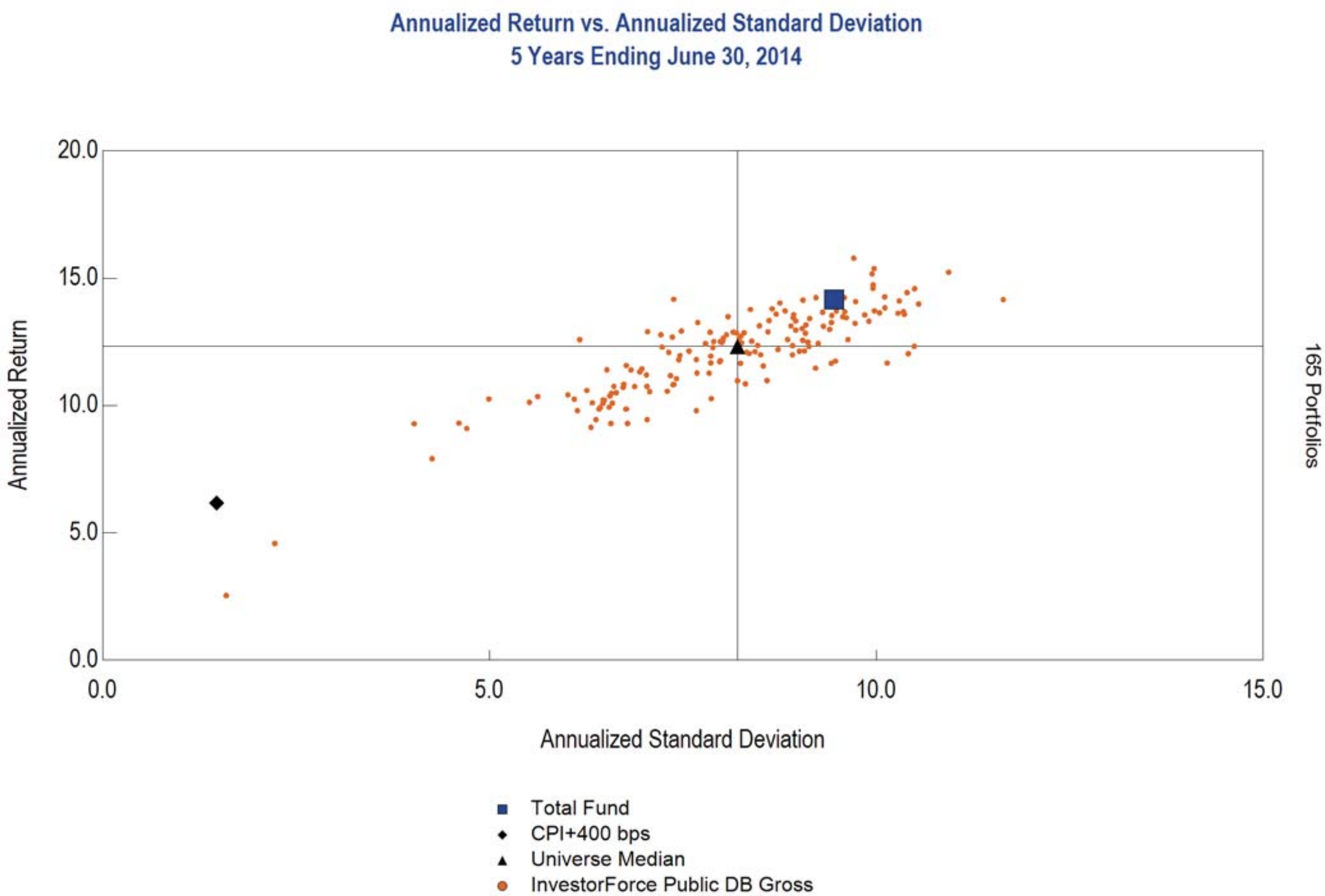


	Return (Rank)											
5th Percentile	4.3		19.0		11.4		14.3		8.2		9.8	
25th Percentile	3.9		17.3		10.5		13.3		7.5		9.6	
Median	3.5		16.0		9.5		12.3		7.1		9.2	
75th Percentile	3.2		14.5		8.6		10.8		6.7		9.1	
95th Percentile	2.5		12.0		6.9		9.3		5.9		7.6	
# of Portfolios	207		198		181		165		141		17	
● Total Fund	3.8	(29)	17.5	(21)	11.0	(10)	14.2	(8)	8.4	(2)	10.1	(2)
▲ CPI+400 bps	1.9	(99)	6.2	(99)	6.0	(99)	6.2	(99)	6.5	(84)	7.0	(96)
× Policy Benchmark	4.1	(15)	17.3	(24)	11.2	(7)	14.6	(3)	--	(--)	--	(--)



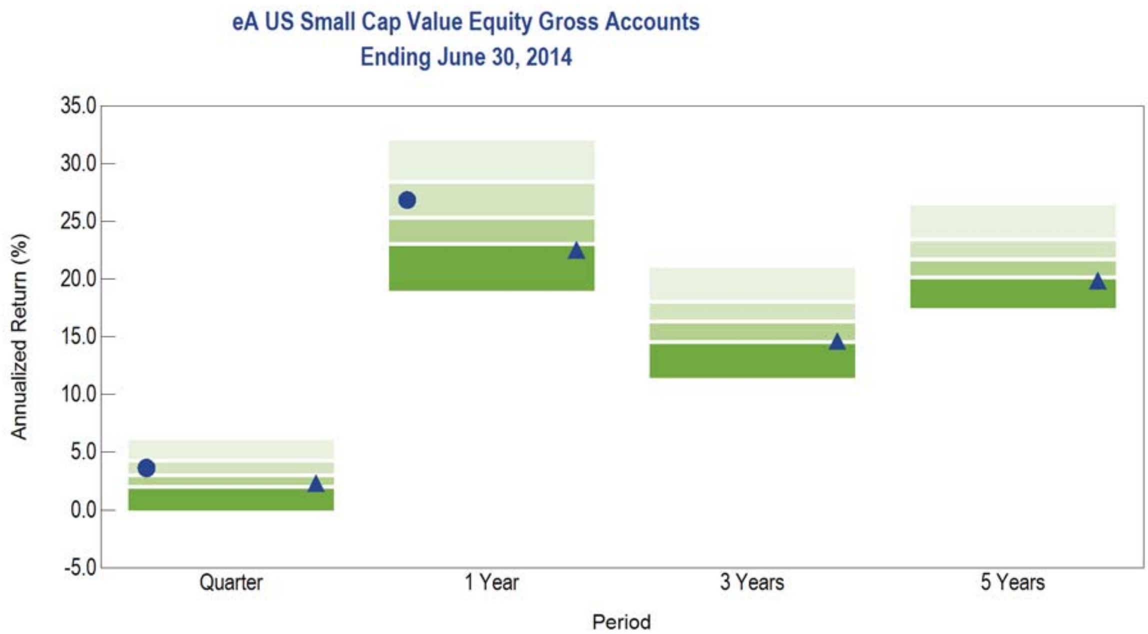
Risk vs. Return for 3 Years Ending June 30, 2014

Rank within InvestorForce Public DB Gross	Annualized Return	Standard Deviation
Total Fund	11.0%	8.9%
CPI+400 bps	6.0%	1.6%
Policy Benchmark	11.2%	8.6%
Median for this Universe	9.5%	7.8%

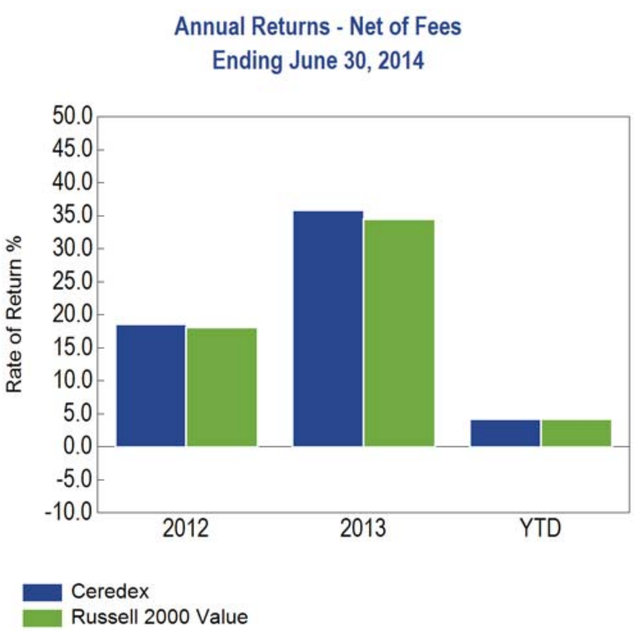


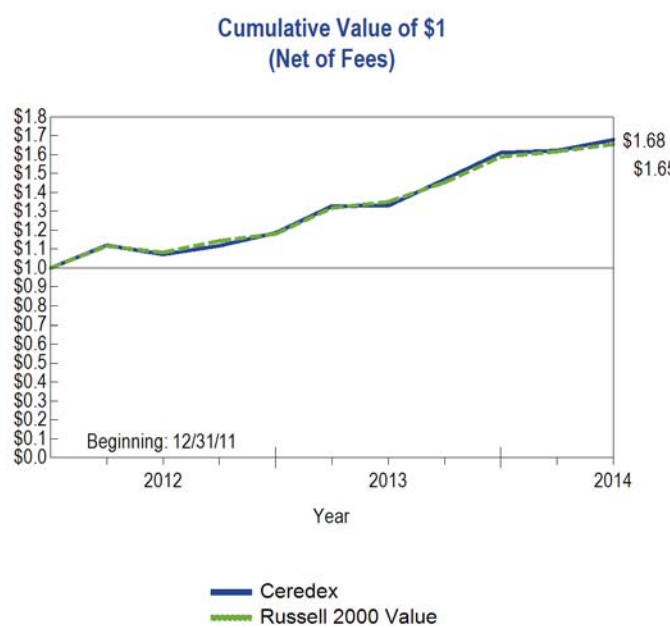
Risk vs. Return for 5 Years Ending June 30, 2014

Rank within InvestorForce Public DB Gross	Annualized Return	Standard Deviation
Total Fund	14.2%	9.5%
CPI+400 bps	6.2%	1.5%
Median for this Universe	12.3%	8.2%



	Return (Rank)							
5th Percentile	6.2		32.2		21.1		26.5	
25th Percentile	4.3		28.4		18.1		23.5	
Median	3.1		25.4		16.4		21.7	
75th Percentile	2.1		23.1		14.6		20.2	
95th Percentile	-0.2		18.9		11.3		17.3	
# of Portfolios	202		202		199		192	
● Ceredex	3.7	(37)	26.9	(40)	--	(--)	--	(--)
▲ Russell 2000 Value	2.4	(68)	22.5	(79)	14.6	(75)	19.9	(79)





Ceredex

$202.7 Million and 3.0% of Fund

Characteristics

	Portfolio	Russell 2000 Value
Number of Holdings	90	1,321
Weighted Avg. Market Cap. ($B)	2.29	1.65
Median Market Cap. ($B)	1.94	0.65
Price To Earnings	25.33	20.04
Price To Book	2.85	1.75
Price To Sales	2.07	2.40
Return on Equity (%)	12.18	7.52
Yield (%)	1.95	1.63
Beta		1.00
R-Squared		1.00
INDUSTRY SECTOR DISTRIBUTION (% Equity)		
Energy	9.09	7.78
Materials	6.40	4.66
Industrials	22.38	13.30
Consumer Discretionary	22.48	11.11
Consumer Staples	1.14	2.61
Health Care	4.59	4.87
Financials	25.49	38.22
Information Technology	5.48	10.09
Telecommunications	0.00	0.82
Utilities	1.24	6.54
COMPANY SIZE DISTRIBUTION		
Weighted Ave. Market Cap. ($B)	2.29	1.65
Median Market Cap. ($B)	1.94	0.65
Large Cap. (%)	0.00	0.00
Medium/Large Cap. (%)	0.00	0.00
Medium Cap. (%)	0.00	0.00
Medium/Small Cap. (%)	13.42	7.96
Small Cap. (%)	86.58	92.04

Top Holdings

CARBO CERAMICS	4.07%
STANCORP FINL.GP.	3.35%
HSN	3.08%
PROGRESSIVE WASTE SLTN.	2.86%
GUESS	2.59%
CUBESMART	2.51%
STERIS	2.49%
CABOT	2.45%
FAIR ISAAC	2.42%
CASH AM.INTL.	2.35%

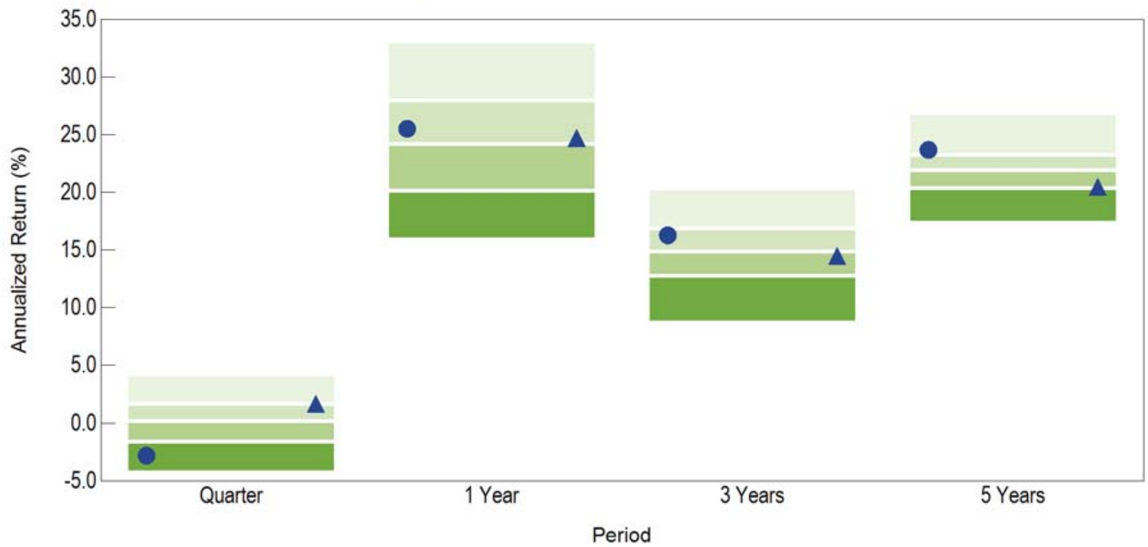
Best Performers

	Return %
LITHIA MOTORS 'A' (LAD)	41.86%
ENSIGN GROUP (ENSG)	30.84%
GRUPO AEROPORTUARIO DEL PACIFICO SR.B ADR 1:10 (PAC)	23.17%
SONIC AUTOMOTIVE 'A' (SAH)	18.79%
LINN CO (LNCO)	18.72%
TENNANT (TNC)	16.67%
TIDEWATER (TDW)	16.04%
FAIR ISAAC (FICO)	15.30%
CASH AM.INTL. (CSH)	14.84%
NUTRISYSTEM (NTRI)	14.77%

Worst Performers

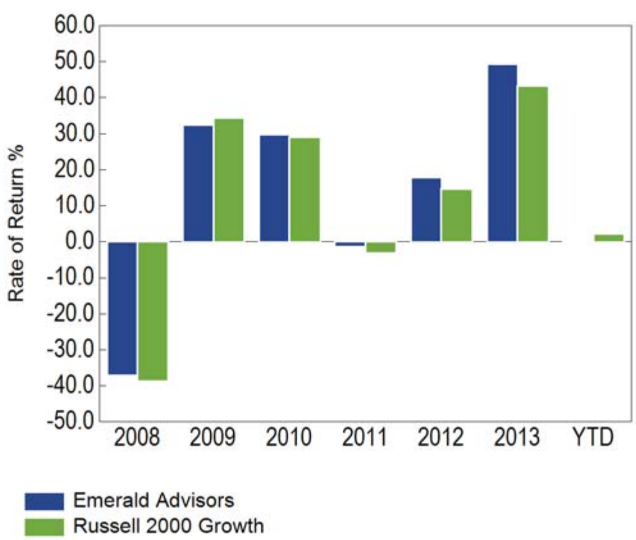
	Return %
KELLY SERVICES 'A' (KELYA)	-27.45%
CHICAGO BDG.&IO. (CBI)	-21.67%
DAKTRONICS (DAKT)	-16.52%
DESTINATION MATERNITY (DEST)	-16.16%
OPPENHEIMER HDG.'A' (OPY)	-14.07%
GREAT LAKES DREDGE & DOCK (GLDD)	-12.49%
GRANITE CON. (GVA)	-9.56%
MUELLER WATER PRODUCTS (MWA)	-8.87%
INTERFACE (TILE)	-8.17%
BRUNSWICK (BC)	-6.76%

eA US Small Cap Growth Equity Gross Accounts
Ending June 30, 2014

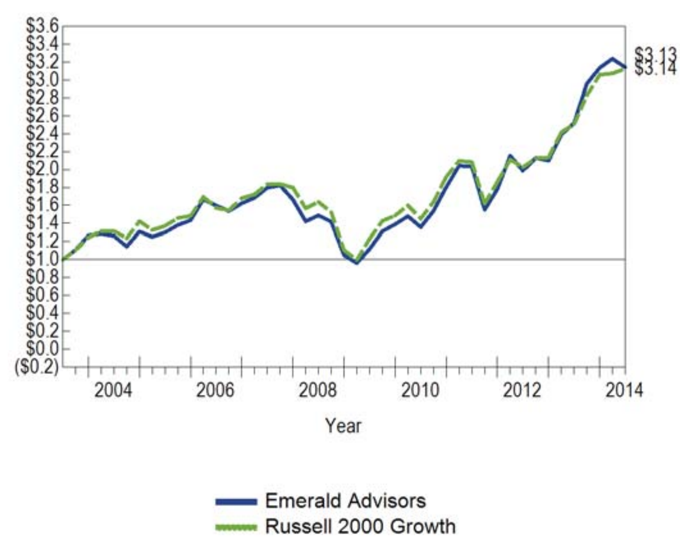


	Return (Rank)							
5th Percentile	4.2		33.1		20.4		26.8	
25th Percentile	1.8		28.0		16.9		23.3	
Median	0.2		24.2		14.9		21.9	
75th Percentile	-1.5		20.2		12.8		20.4	
95th Percentile	-4.2		16.0		8.7		17.4	
# of Portfolios	159		159		156		150	
● Emerald Advisors	-2.8	(89)	25.5	(43)	16.3	(31)	23.7	(21)
▲ Russell 2000 Growth	1.7	(27)	24.7	(46)	14.5	(55)	20.5	(73)

Annual Returns - Net of Fees
Ending June 30, 2014



Cumulative Value of $1
(Net of Fees)



Characteristics

	Portfolio	Russell 2000 Growth
Number of Holdings	118	1,163
Weighted Avg. Market Cap. ($B)	2.04	1.89
Median Market Cap. ($B)	1.05	0.84
Price To Earnings	27.46	28.58
Price To Book	5.71	5.04
Price To Sales	5.10	3.38
Return on Equity (%)	16.58	15.25
Yield (%)	0.25	0.36
Beta	1.16	1.00
R-Squared	0.94	1.00
INDUSTRY SECTOR DISTRIBUTION (% Equity)		
Energy	7.72	5.27
Materials	2.79	5.49
Industrials	19.74	14.74
Consumer Discretionary	17.02	15.21
Consumer Staples	0.00	3.69
Health Care	20.14	21.54
Financials	11.46	7.44
Information Technology	17.20	25.67
Telecommunications	1.53	0.74
Utilities	0.00	0.21
COMPANY SIZE DISTRIBUTION		
Weighted Ave. Market Cap. ($B)	2.04	1.89
Median Market Cap. ($B)	1.05	0.84
Large Cap. (%)	0.00	0.00
Medium/Large Cap. (%)	0.00	0.00
Medium Cap. (%)	0.00	0.00
Medium/Small Cap. (%)	24.45	13.81
Small Cap. (%)	75.55	86.19

Top Holdings

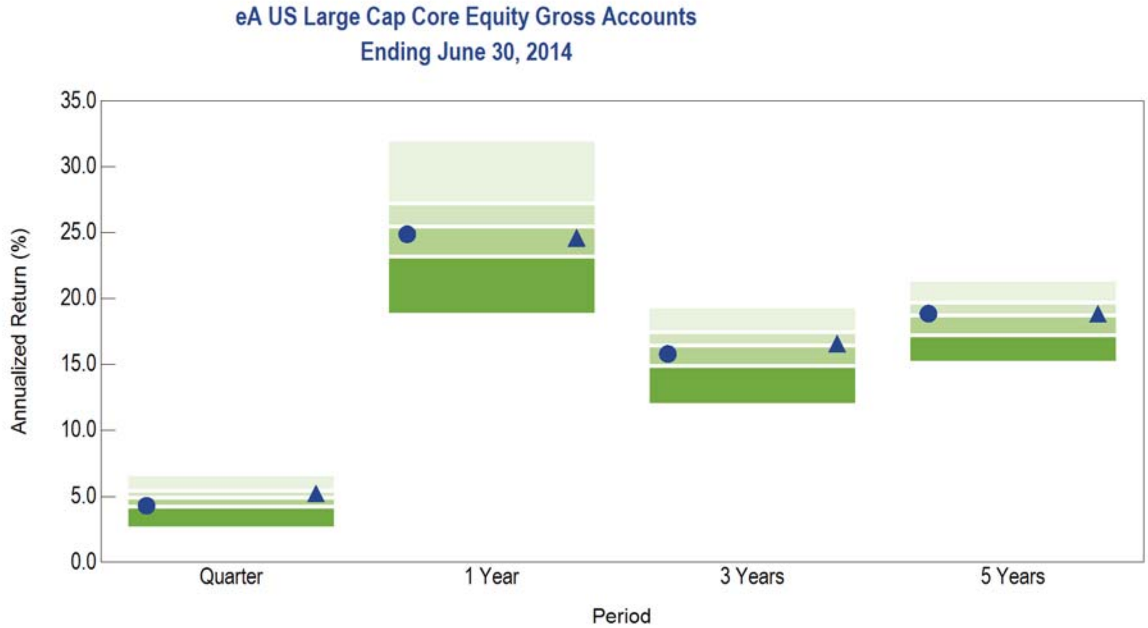
SPIRIT AIRLINES	3.43%
MWI VETERINARY SUPP.	2.70%
BANK OF THE OZARKS	2.21%
ACADIA HEALTHCARE CO.	1.97%
MULTIMEDIA GAMES HLDCO.	1.84%
TREX	1.84%
MIDDLEBY	1.84%
POLYONE	1.75%
FARO TECHS.	1.57%
STATE STREET BANK + TRUST CO SHORT TERM INVESTMENT FUND	1.55%

Best Performers

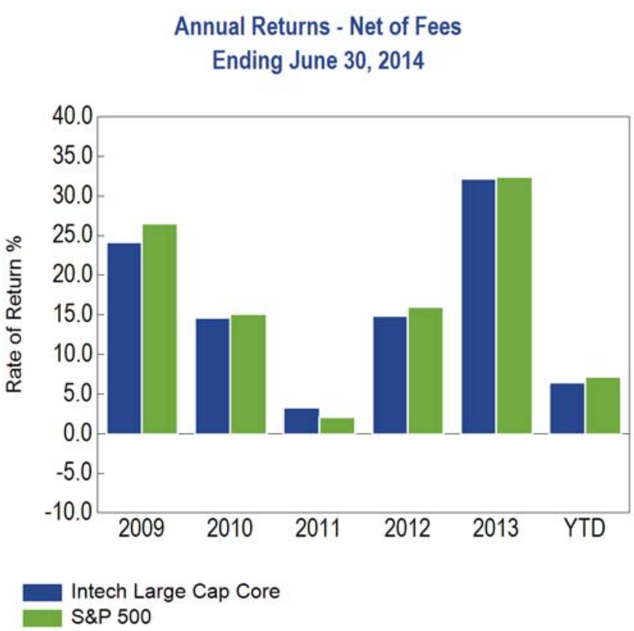
	Return %
US SILICA HOLDINGS (SLCA)	45.60%
LITHIA MOTORS 'A' (LAD)	41.86%
EPIZYME (EPZM)	36.67%
INOGEN (INGN)	36.64%
EPAM SYSTEMS (EPAM)	32.98%
CHRISTOPHER & BKS. (CBK)	32.53%
EVERYDAY HEALTH (EVDY)	32.09%
DIAMONDBACK ENERGY (FANG)	31.93%
INTERMUNE (ITMN)	31.91%
SANCHEZ ENERGY (SN)	26.86%

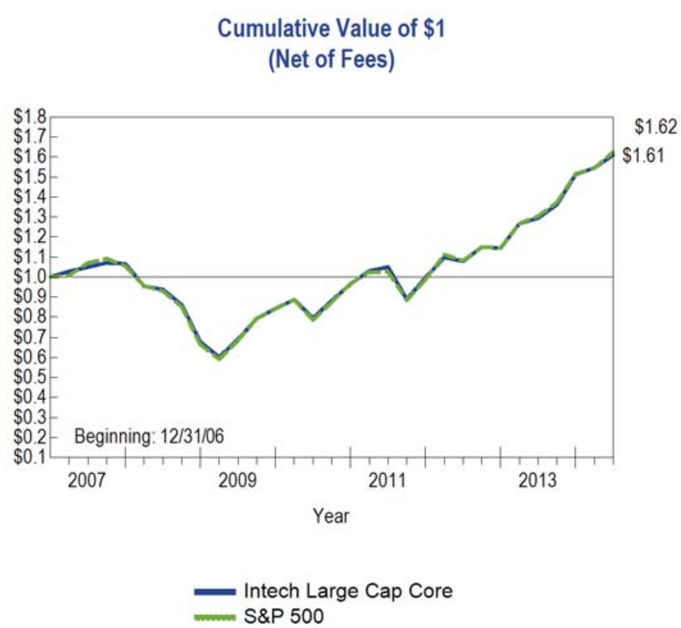
Worst Performers

	Return %
IMPERVA (IMPV)	-53.00%
NEONODE (NEON)	-44.99%
GIGAMON (GIMO)	-37.02%
INFOBLOX (BLOX)	-34.45%
TILLY'S CLASS A (TLYS)	-31.28%
CHANNELADVISOR (ECOM)	-30.15%
INTERCEPT PHARMS. (ICPT)	-28.25%
NANOSTRING TECHNOLOGIES (NSTG)	-27.60%
AUSPEX PHARMACEUTICALS (ASPX)	-27.60%
CYNOSURE 'A' (CYNO)	-27.47%



	Return (Rank)							
5th Percentile	6.7		32.0		19.3		21.4	
25th Percentile	5.5		27.2		17.5		19.7	
Median	4.9		25.5		16.4		18.7	
75th Percentile	4.3		23.2		14.9		17.2	
95th Percentile	2.6		18.8		11.9		15.1	
# of Portfolios	262		262		257		245	
● **Intech Large Cap Core**	4.3	(75)	24.9	(58)	15.8	(63)	18.8	(48)
▲ **S&P 500**	5.2	(33)	24.6	(60)	16.6	(48)	18.8	(48)





Intech Large Cap Core

$297.9 Million and 4.4% of Fund

Characteristics

	Portfolio	S&P 500
Number of Holdings	275	501
Weighted Avg. Market Cap. ($B)	33.54	118.12
Median Market Cap. ($B)	17.02	17.46
Price To Earnings	22.87	20.38
Price To Book	4.43	3.89
Price To Sales	2.74	2.72
Return on Equity (%)	20.83	18.76
Yield (%)	1.57	2.00
Beta	1.01	1.00
R-Squared	0.98	1.00
INDUSTRY SECTOR DISTRIBUTION (% Equity)		
Energy	3.80	10.86
Materials	4.73	3.51
Industrials	12.56	10.51
Consumer Discretionary	17.75	11.85
Consumer Staples	9.56	9.51
Health Care	15.16	13.32
Financials	15.22	16.05
Information Technology	13.25	18.83
Telecommunications	0.18	2.41
Utilities	7.23	3.15
COMPANY SIZE DISTRIBUTION		
Weighted Ave. Market Cap. ($B)	33.54	118.12
Median Market Cap. ($B)	17.02	17.46
Large Cap. (%)	7.18	45.10
Medium/Large Cap. (%)	36.53	33.51
Medium Cap. (%)	46.97	18.66
Medium/Small Cap. (%)	9.31	2.73
Small Cap. (%)	0.00	0.00

Top Holdings

CIGNA	1.33%
ACTAVIS	1.19%
SEMPRA EN.	1.18%
AETNA	1.14%
DELPHI AUTOMOTIVE	1.13%
VISA 'A'	1.06%
RAYTHEON 'B'	1.06%
LOCKHEED MARTIN	1.05%
AMERISOURCEBERGEN	1.04%
V F	0.99%

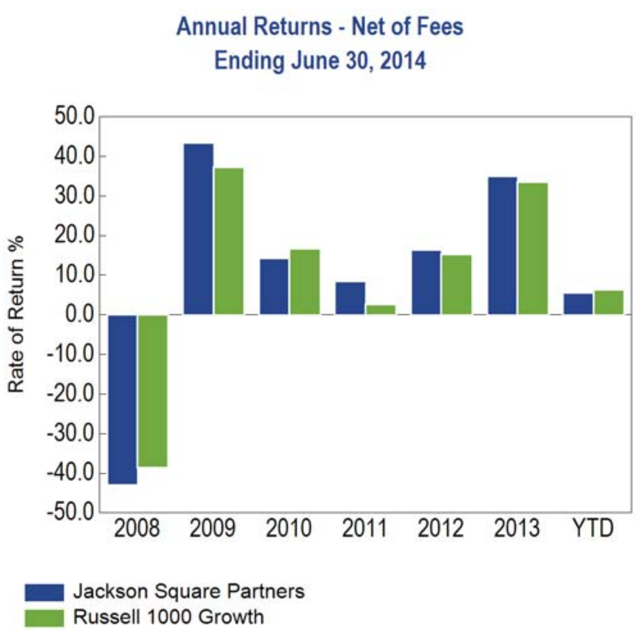
Best Performers

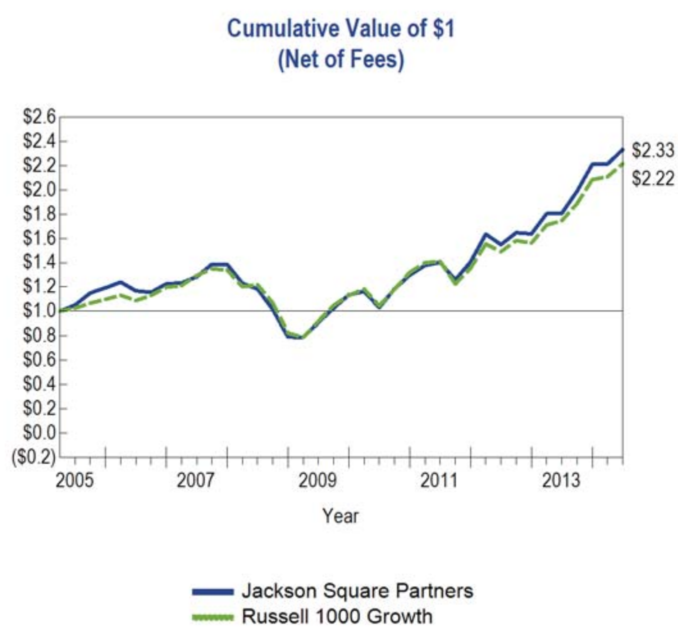
	Return %
MICRON TECHNOLOGY (MU)	39.26%
NETFLIX (NFLX)	25.16%
ELECTRONIC ARTS (EA)	23.65%
CELGENE (CELG)	23.04%
CONOCOPHILLIPS (COP)	22.93%
APPLE (AAPL)	21.87%
CHESAPEAKE ENERGY (CHK)	21.71%
TRIPADVISOR 'A' (TRIP)	19.95%
HOSPIRA (HSP)	18.77%
BEST BUY (BBY)	18.09%

Worst Performers

	Return %
BED BATH & BEYOND (BBBY)	-16.60%
JACOBS ENGR. (JEC)	-16.09%
TYSON FOODS 'A' (TSN)	-14.54%
TRACTOR SUPPLY (TSCO)	-14.27%
PETSMART (PETM)	-12.97%
XILINX (XLNX)	-12.29%
TJX (TJX)	-12.11%
DISCOVERY COMMS.'A' (DISCA)	-10.18%
VERISIGN (VRSN)	-9.46%
PENTAIR (PNR)	-8.80%

	Return (Rank)							
5th Percentile	6.6		33.9		19.0		21.6	
25th Percentile	5.4		29.9		17.1		20.0	
Median	4.6		27.3		15.4		18.6	
75th Percentile	3.7		24.8		13.9		17.4	
95th Percentile	2.0		20.4		11.8		15.3	
# of Portfolios	282		282		271		260	
● Jackson Square Partners	5.5	(21)	29.5	(29)	18.9	(6)	21.2	(9)
▲ Russell 1000 Growth	5.1	(31)	26.9	(54)	16.3	(37)	19.2	(35)





Jackson Square Partners

$308.8 Million and 4.6% of Fund

Characteristics

	Portfolio	Russell 1000 Growth
Number of Holdings	32	672
Weighted Avg. Market Cap. ($B)	74.01	102.09
Median Market Cap. ($B)	39.74	8.64
Price To Earnings	32.71	23.58
Price To Book	5.75	5.81
Price To Sales	6.89	3.68
Return on Equity (%)	18.28	23.79
Yield (%)	0.97	1.48
Beta	1.00	1.00
R-Squared	0.97	1.00
INDUSTRY SECTOR DISTRIBUTION (% Equity)		
Energy	8.58	6.37
Materials	1.66	4.27
Industrials	0.00	12.26
Consumer Discretionary	14.78	18.42
Consumer Staples	5.41	10.49
Health Care	15.67	12.82
Financials	10.43	5.23
Information Technology	43.16	27.72
Telecommunications	0.00	2.33
Utilities	0.00	0.09
COMPANY SIZE DISTRIBUTION		
Weighted Ave. Market Cap. ($B)	74.01	102.09
Median Market Cap. ($B)	39.74	8.64
Large Cap. (%)	28.08	41.06
Medium/Large Cap. (%)	48.22	28.75
Medium Cap. (%)	19.60	20.04
Medium/Small Cap. (%)	4.10	9.53
Small Cap. (%)	0.00	0.62

Top Holdings

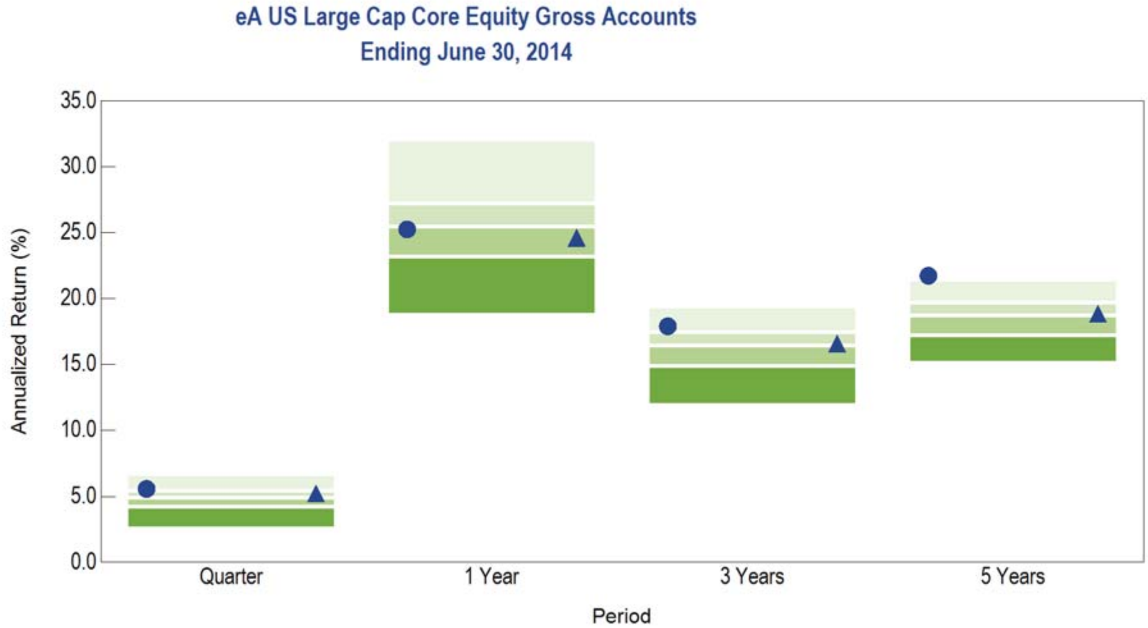
CELGENE	5.78%
EOG RES.	5.60%
WALGREEN	5.41%
VISA 'A'	5.30%
MICROSOFT	5.26%
ALLERGAN	5.21%
QUALCOMM	5.12%
MASTERCARD	4.91%
GOOGLE 'A'	4.55%
CROWN CASTLE INTL.	4.47%

Best Performers

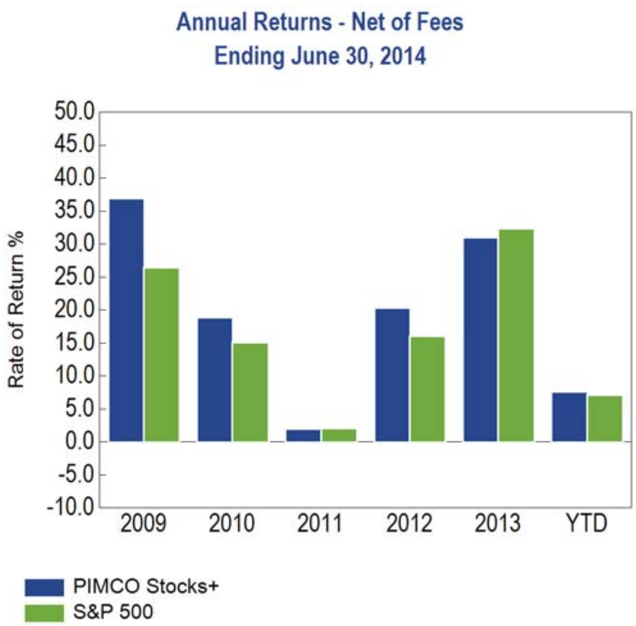
	Return %
ALLERGAN (AGN)	36.40%
CELGENE (CELG)	23.04%
EOG RES. (EOG)	19.29%
EQUINIX (EQIX)	13.66%
KINDER MORGAN (KMI)	13.05%
WALGREEN (WAG)	12.78%
ADOBE SYSTEMS (ADBE)	10.07%
VERIFONE SYSTEMS (PAY)	8.66%
NIKE 'B' (NKE)	5.33%
GOOGLE 'A' (GOOGL)	4.82%

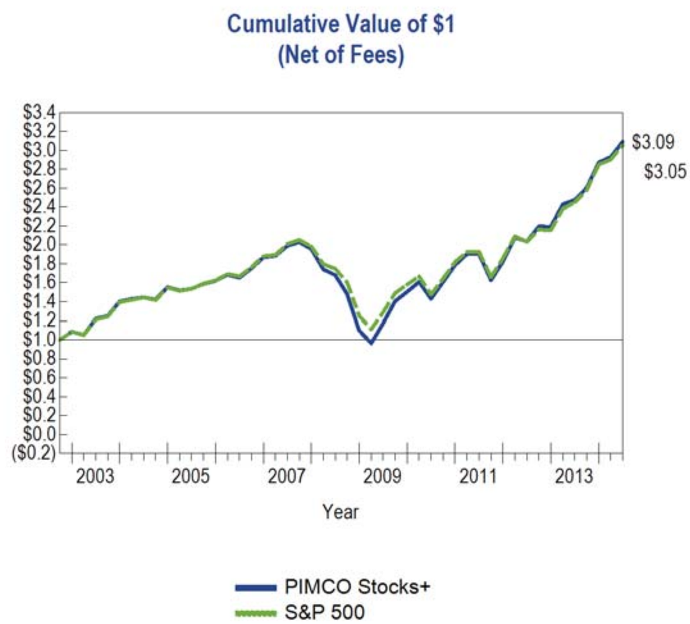
Worst Performers

	Return %
TERADATA (TDC)	-18.28%
VERISIGN (VRSN)	-9.46%
EBAY (EBAY)	-9.38%
SALLY BEAUTY HOLDINGS (SBH)	-8.47%
PERRIGO (PRGO)	-5.68%
INTERCONTINENTAL EX. (ICE)	-4.19%
CME GROUP (CME)	-3.50%
VISA 'A' (V)	-2.20%
MASTERCARD (MA)	-1.49%
YELP CLASS A (YELP)	-0.33%



	Return (Rank)							
5th Percentile	6.7		32.0		19.3		21.4	
25th Percentile	5.5		27.2		17.5		19.7	
Median	4.9		25.5		16.4		18.7	
75th Percentile	4.3		23.2		14.9		17.2	
95th Percentile	2.6		18.8		11.9		15.1	
# of Portfolios	262		262		257		245	
● **PIMCO Stocks+**	5.6	(23)	25.2	(54)	17.9	(20)	21.7	(4)
▲ **S&P 500**	5.2	(33)	24.6	(60)	16.6	(48)	18.8	(48)





PIMCO Stocks+

$266.5 Million and 4.0% of Fund

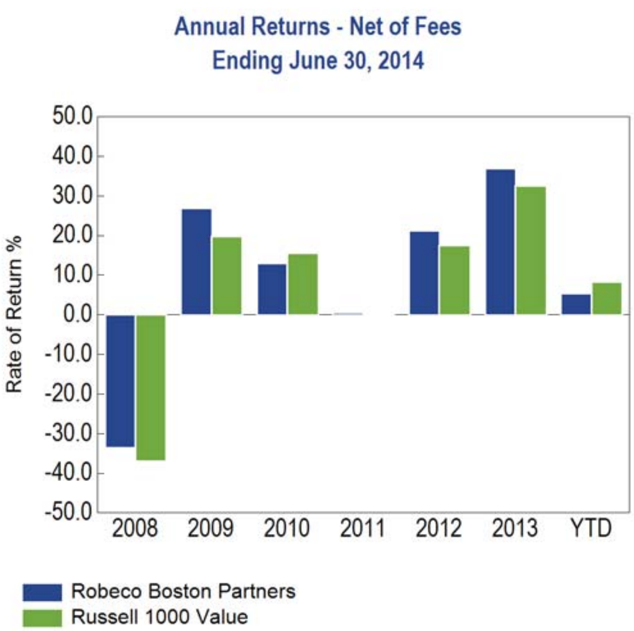
Characteristics

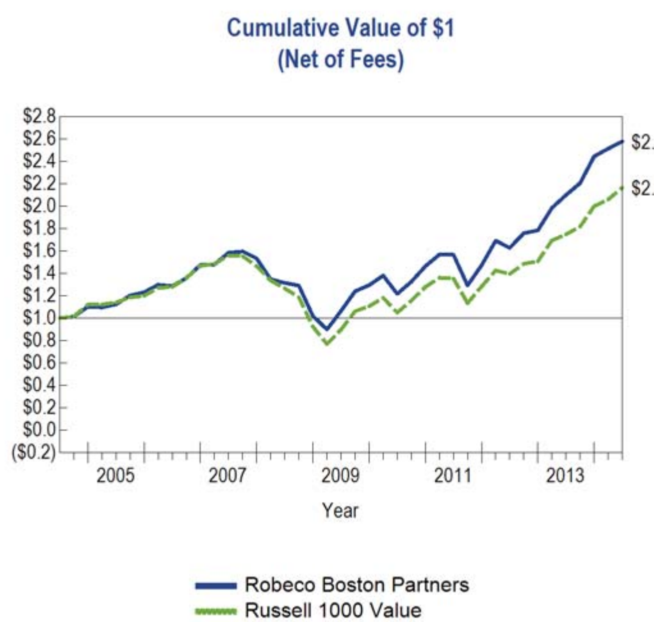
	Portfolio	S&P 500
Number of Holdings	157	501
Weighted Avg. Market Cap. ($B)	--	118.12
Median Market Cap. ($B)	--	17.46
Price To Earnings	--	20.38
Price To Book	--	3.89
Price To Sales	--	2.72
Return on Equity (%)	--	18.76
Yield (%)	--	2.00
Beta	1.04	1.00
R-Squared	0.99	1.00
ASSET ALLOCATION		
Number of Holdings	139	501
US Equity	0.00	100.00
Non-US Equity	0.00	0.00
US Fixed Income	77.71	0.00
Non-US Fixed Income	11.84	0.00
Cash	10.82	0.00
Alternatives	0.00	0.00
Real Estate	0.00	0.00
Other	-0.37	0.00

Top Holdings

CASH - USD	10.77%
FREDDIE MAC	8.22%
FEDERAL HOME LOAN BANKS	6.79%
UNITED STATES TREASURY	5.07%
MORGAN STANLEY REPO 9W08	4.47%
BWU006E82 IRS USD R V 03MLIBOR SWUV06E84 CCPVANILLA	4.13%
UNITED STATES TREASURY	3.58%
STATE STREET BANK + TRUST CO SHORT TERM INVESTMENT FUND	3.36%
FEDERAL NATIONAL MORTGAGE ASSOCIATION	3.25%
SWU009E52 IRS BRL R F 11.68000 FIX NDFPREDISWAP	2.20%

	Return (Rank)							
5th Percentile	7.2		30.6		19.8		22.2	
25th Percentile	5.6		26.7		17.8		20.0	
Median	4.8		24.4		16.5		18.9	
75th Percentile	4.1		22.0		15.2		17.8	
95th Percentile	2.9		19.0		13.2		16.3	
# of Portfolios	313		313		309		299	
● **Robeco Boston Partners**	2.6	(96)	23.1	(62)	18.4	(14)	19.7	(33)
▲ **Russell 1000 Value**	5.1	(42)	23.8	(55)	16.9	(41)	19.2	(43)





Characteristics

	Portfolio	Russell 1000 Value
Number of Holdings	87	685
Weighted Avg. Market Cap. ($B)	116.61	106.07
Median Market Cap. ($B)	28.86	7.11
Price To Earnings	18.53	18.55
Price To Book	2.83	2.26
Price To Sales	2.16	2.24
Return on Equity (%)	15.43	13.36
Yield (%)	1.85	2.28
Beta	1.09	1.00
R-Squared	0.96	1.00
INDUSTRY SECTOR DISTRIBUTION (% Equity)		
Energy	14.82	13.91
Materials	3.22	3.35
Industrials	7.64	10.47
Consumer Discretionary	12.29	6.28
Consumer Staples	2.93	6.87
Health Care	14.58	13.15
Financials	27.16	28.49
Information Technology	14.16	8.91
Telecommunications	0.64	2.28
Utilities	1.31	6.30
COMPANY SIZE DISTRIBUTION		
Weighted Ave. Market Cap. ($B)	116.61	106.07
Median Market Cap. ($B)	28.86	7.11
Large Cap. (%)	43.39	39.20
Medium/Large Cap. (%)	30.66	29.75
Medium Cap. (%)	15.52	18.37
Medium/Small Cap. (%)	10.36	11.08
Small Cap. (%)	0.07	1.60

Top Holdings

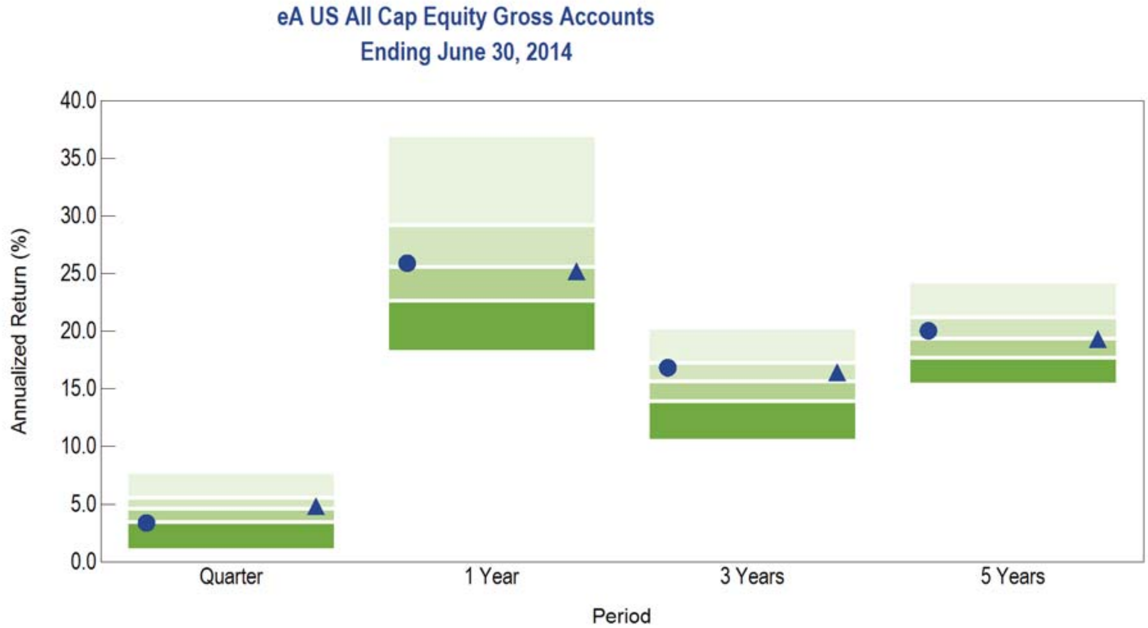
EXXON MOBIL	4.57%
WELLS FARGO & CO	3.93%
BERKSHIRE HATHAWAY 'B'	3.81%
JP MORGAN CHASE & CO.	3.28%
PFIZER	2.94%
CAPITAL ONE FINL.	2.68%
CITIGROUP	2.68%
JOHNSON & JOHNSON	2.67%
APPLE	2.51%
OCCIDENTAL PTL.	2.16%

Best Performers

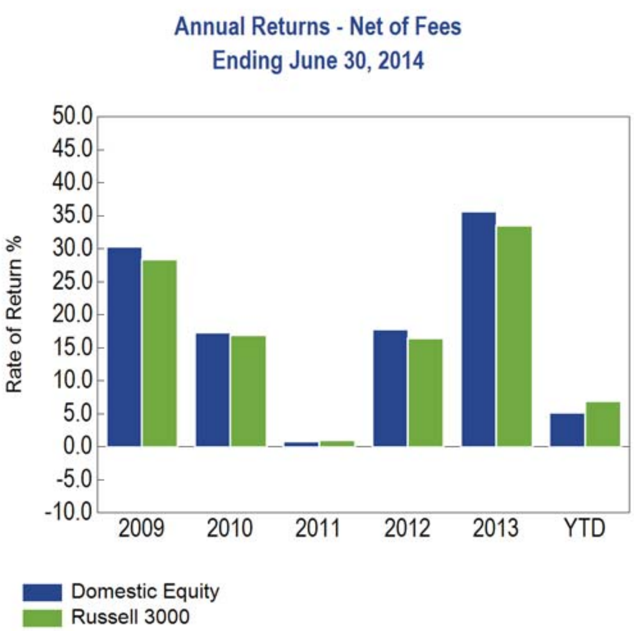
	Return %
COVIDIEN (COV)	22.97%
SCHLUMBERGER (SLB)	21.44%
EOG RES. (EOG)	19.29%
QEP RESOURCES (QEP)	17.26%
GANNETT (GCI)	14.22%
ROYAL DUTCH SHELL A ADR 1:2 (RDSA)	14.09%
MARATHON OIL (MRO)	12.99%
TIME WARNER (TWX)	12.67%
AVAGO TECHNOLOGIES (AVGO)	12.35%
AMERICAN CAPITAL AGENCY (AGNC)	11.97%

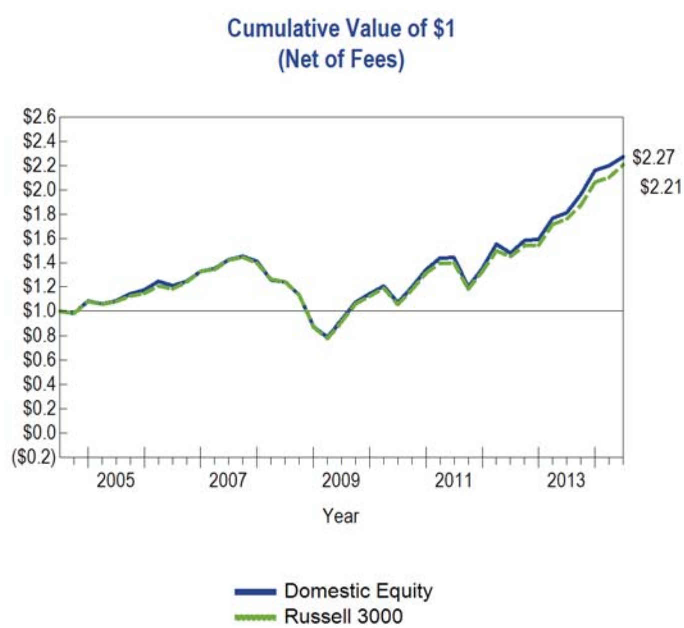
Worst Performers

	Return %
BED BATH & BEYOND (BBBY)	-16.60%
TYSON FOODS 'A' (TSN)	-14.54%
BROCADE COMMS.SYS. (BRCD)	-12.96%
BANK OF AMERICA (BAC)	-10.58%
APOLLO EDUCATION GP.'A' (APOL)	-8.73%
EXPRESS SCRIPTS HOLDING (ESRX)	-7.67%
PFIZER (PFE)	-6.77%
FIFTH THIRD BANCORP (FITB)	-6.42%
RAYTHEON 'B' (RTN)	-6.01%
VALERO ENERGY (VLO)	-5.22%



	Return (Rank)							
5th Percentile	7.8		37.0		20.3		24.3	
25th Percentile	5.6		29.3		17.3		21.2	
Median	4.7		25.6		15.7		19.4	
75th Percentile	3.5		22.7		13.9		17.7	
95th Percentile	1.1		18.3		10.5		15.4	
# of Portfolios	276		276		268		240	
● **Domestic Equity**	3.4	(77)	25.9	(47)	16.8	(32)	20.0	(37)
▲ **Russell 3000**	4.9	(44)	25.2	(54)	16.5	(35)	19.3	(52)





Characteristics

	Portfolio	Russell 3000
Number of Holdings	686	3,000
Weighted Avg. Market Cap. ($B)	53.07	95.86
Median Market Cap. ($B)	10.28	1.36
Price To Earnings	24.81	21.32
Price To Book	4.33	3.68
Price To Sales	3.78	2.96
Return on Equity (%)	16.96	17.18
Yield (%)	1.36	1.81
Beta	1.10	1.00
R-Squared	0.99	1.00
INDUSTRY SECTOR DISTRIBUTION (% Equity)		
Energy	7.41	9.83
Materials	3.01	3.92
Industrials	9.22	11.58
Consumer Discretionary	13.64	12.45
Consumer Staples	3.57	8.25
Health Care	11.88	13.00
Financials	14.89	17.27
Information Technology	16.53	18.33
Telecommunications	0.35	2.18
Utilities	1.77	3.19
COMPANY SIZE DISTRIBUTION		
Weighted Ave. Market Cap. ($B)	53.07	95.86
Median Market Cap. ($B)	10.28	1.36
Large Cap. (%)	18.43	36.91
Medium/Large Cap. (%)	26.86	26.90
Medium Cap. (%)	18.90	17.67
Medium/Small Cap. (%)	11.22	10.35
Small Cap. (%)	24.58	8.17

Top Holdings

CASH - USD	2.02%
MICROSOFT	1.41%
FREDDIE MAC	1.38%
EOG RES.	1.25%
VISA 'A'	1.23%
STATE STREET BANK + TRUST CO SHORT TERM INVESTMENT FUND	1.22%
QUALCOMM	1.19%
FEDERAL HOME LOAN BANKS	1.14%
CELGENE	1.14%
WALGREEN	1.08%

Best Performers

	Return %
US SILICA HOLDINGS (SLCA)	45.60%
WILLIAMS (WMB)	44.75%
LITHIA MOTORS 'A' (LAD)	41.86%
MICRON TECHNOLOGY (MU)	39.26%
EPIZYME (EPZM)	36.67%
INOGEN (INGN)	36.64%
ALLERGAN (AGN)	36.40%
EPAM SYSTEMS (EPAM)	32.98%
CHRISTOPHER & BKS. (CBK)	32.53%
EVERYDAY HEALTH (EVDY)	32.09%

Worst Performers

	Return %
IMPERVA (IMPV)	-53.00%
NEONODE (NEON)	-44.99%
GIGAMON (GIMO)	-37.02%
INFOBLOX (BLOX)	-34.45%
TILLY'S CLASS A (TLYS)	-31.28%
CHANNELADVISOR (ECOM)	-30.15%
INTERCEPT PHARMS. (ICPT)	-28.25%
NANOSTRING TECHNOLOGIES (NSTG)	-27.60%
AUSPEX PHARMACEUTICALS (ASPX)	-27.60%
CYNOSURE 'A' (CYNO)	-27.47%

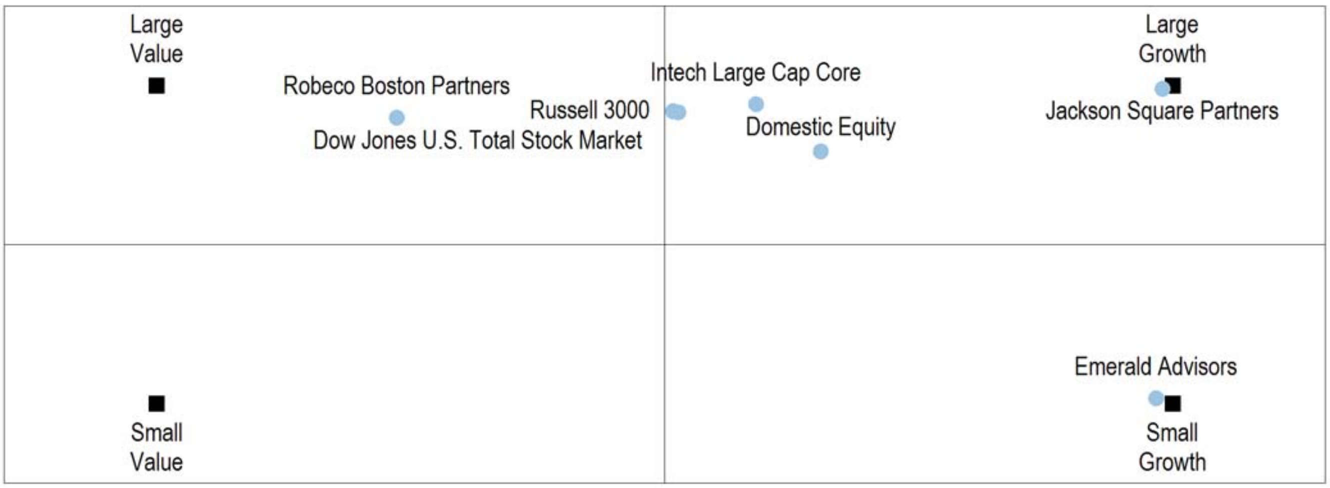
Risk vs. Return for 3 Years Ending June 30, 2014

Rank within eA US All Cap Equity Gross	Annualized Return	Standard Deviation
Domestic Equity	16.8%	17.4%
Jackson Square Partners	18.9%	15.7%
Emerald Advisors	16.3%	24.7%
Intech Large Cap Core	15.8%	15.3%
PIMCO Stocks+	17.9%	15.7%
Robeco Boston Partners	18.4%	17.7%
Russell 3000	16.5%	15.8%
S&P 500	16.6%	15.0%
Median for this Universe	15.7%	14.1%

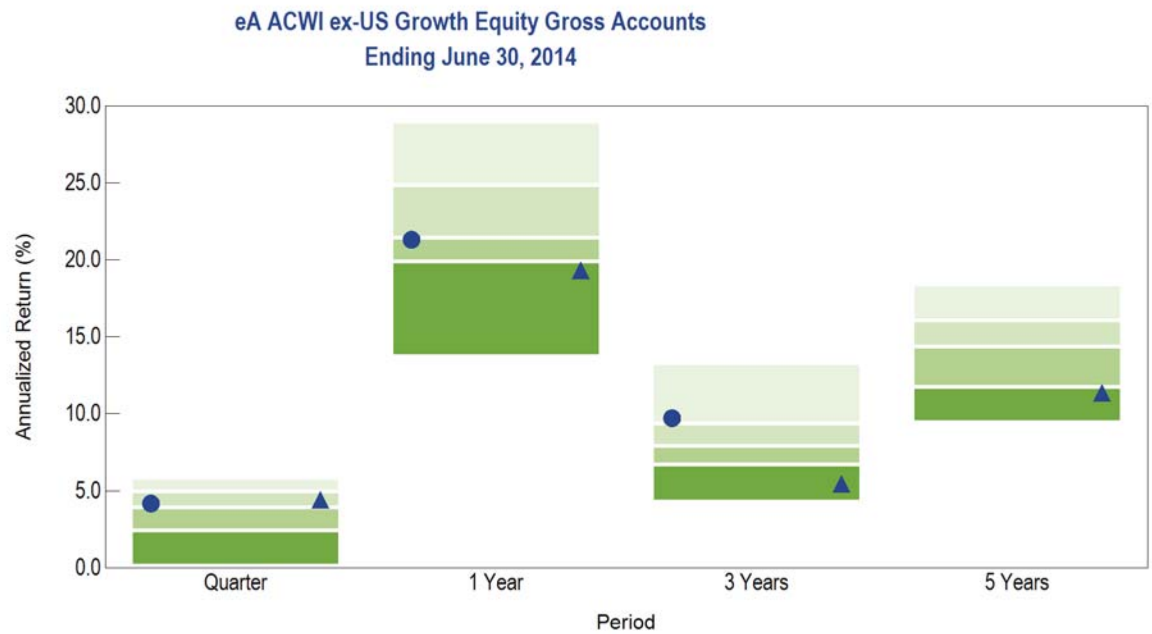
Risk vs. Return for 5 Years Ending June 30, 2014

Rank within eA US All Cap Equity Gross	Annualized Return	Standard Deviation
Domestic Equity	20.0%	16.8%
Emerald Advisors	23.7%	22.1%
Intech Large Cap Core	18.8%	14.9%
Jackson Square Partners	21.2%	15.7%
PIMCO Stocks+	21.7%	16.4%
Robeco Boston Partners	19.7%	16.9%
Russell 3000	19.3%	15.9%
S&P 500	18.8%	15.3%
Median for this Universe	19.4%	14.8%

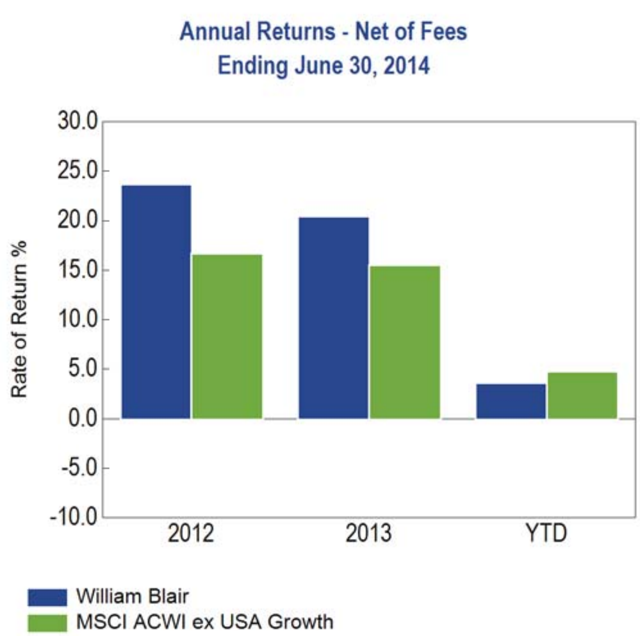
U.S. Effective Style Map
7 Years 3 Months Ending June 30, 2014



This page left intentionally blank.



	Return (Rank)							
5th Percentile	5.9		29.0		13.3		18.4	
25th Percentile	5.0		24.9		9.4		16.1	
Median	4.0		21.5		7.9		14.4	
75th Percentile	2.5		19.9		6.7		11.8	
95th Percentile	0.2		13.8		4.4		9.5	
# of Portfolios	54		54		52		49	
● William Blair	4.2	(39)	21.3	(55)	9.7	(20)	--	(--)
▲ MSCI ACWI ex USA Growth	4.4	(32)	19.3	(81)	5.5	(86)	11.4	(84)



William Blair

$359.3 Million and 5.3% of Fund

Characteristics

	Portfolio	MSCI ACWI ex USA Growth Gross
Number of Holdings	217	1,065
Weighted Avg. Market Cap. ($B)	42.96	53.18
Median Market Cap. ($B)	12.26	7.46
Price To Earnings	23.30	21.58
Price To Book	5.11	3.71
Price To Sales	3.13	2.43
Return on Equity (%)	21.08	17.23
Yield (%)	2.21	2.11
Beta	0.99	1.00
R-Squared	0.98	1.00
INDUSTRY SECTOR DISTRIBUTION (% Equity)		
Energy	6.82	5.51
Materials	5.66	7.46
Industrials	15.96	14.85
Consumer Discretionary	13.79	14.32
Consumer Staples	5.08	15.75
Health Care	11.42	11.42
Financials	23.61	15.87
Information Technology	12.55	10.44
Telecommunications	2.18	2.97
Utilities	0.33	1.32

Top Holdings

PROSHARES ULTRA SEMICS.	2.13%
SHIRE	2.00%
PRUDENTIAL	1.66%
SAMPO 'A'	1.63%
TOTAL	1.55%
SUMITOMO MITSUI FINL.GP.	1.49%
SUNCOR ENERGY	1.41%
BT GROUP	1.35%
GLENCORE	1.33%
BASF	1.27%

Country Allocation

	Manager Ending Allocation (USD)	Index Ending Allocation (USD)
Totals		
Developed	85.0%	78.7%
Emerging*	15.0%	21.3%
Top 10 Largest Countries		
United Kingdom	21.5%	13.8%
Japan	14.3%	14.3%
Canada	7.5%	7.5%
France	7.5%	6.6%
Germany	6.7%	6.2%
Switzerland	6.4%	8.8%
United States	4.9%	0.0%
India*	4.1%	1.4%
Spain	3.8%	1.5%
Australia	2.7%	5.5%
Total-Top 10 Largest Countries	**79.5%**	**65.5%**

Best Performers

	Return %
SHIRE (UKIR:SHP)	59.15%
ACTELION (S:ATLN)	35.39%
BBSEGURIDADE ON NM (BR:BBS)	32.26%
ICTL.HTLS.GP. (UKIR:IHG)	28.85%
CIELO ON NM (BR:VIS)	28.84%
KROTON ON (BR:KRO)	27.67%
HCH.TELECOM.HK.HOLDINGS (K:HTHK)	26.15%
NITORI HOLDINGS (J:NTOR)	25.85%
VIPSHOP HOLDINGS ADR 1:2 (VIPS)	25.75%
BAIDU 'A' ADR 10:1 (BIDU)	22.68%

Worst Performers

	Return %
ASOS (UKIR:ASC)	-41.45%
AZIMUT HOLDING (I:AZM)	-25.15%
WINCOR NIXDORF (D:WIN)	-20.53%
COUNTRYWIDE (UKIR:CWD)	-19.38%
EASYJET (UKIR:EZJ)	-18.37%
FLIGHT CENTRE TRAVEL GP. (A:FLTX)	-13.76%
SIMCORP (DK:SIM)	-13.63%
HOWDEN JOINERY GP. (UKIR:HWDN)	-13.47%
HARGREAVES LANSDOWN (UKIR:HL.)	-12.91%
BANCA GENERALI (I:BANC)	-12.77%

*Performance analytics will be available for the account's first full quarter in the third quarter of 2014.

Pyrford

$362.6 Million and 5.4% of Fund

Characteristics

	Portfolio	MSCI ACWI ex USA Value
Number of Holdings	76	997
Weighted Avg. Market Cap. ($B)	60.82	59.27
Median Market Cap. ($B)	20.10	6.94
Price To Earnings	18.79	15.16
Price To Book	3.63	1.66
Price To Sales	2.06	1.48
Return on Equity (%)	22.17	11.83
Yield (%)	3.42	3.72
Beta		1.00
R-Squared		1.00
INDUSTRY SECTOR DISTRIBUTION (% Equity)		
Energy	12.41	13.64
Materials	7.97	9.47
Industrials	18.70	7.08
Consumer Discretionary	5.96	7.25
Consumer Staples	10.35	3.99
Health Care	11.67	4.90
Financials	7.13	36.93
Information Technology	8.97	3.43
Telecommunications	10.66	7.32
Utilities	6.18	5.89

Country Allocation

	Manager Ending Allocation (USD)	Index Ending Allocation (USD)
Totals		
Developed	88.2%	78.9%
Emerging*	11.8%	21.1%
Top 10 Largest Countries		
United Kingdom	15.8%	16.7%
Switzerland	13.0%	4.1%
Australia	10.2%	5.5%
Japan	9.6%	14.5%
France	7.8%	7.9%
Germany	6.8%	7.1%
Netherlands	6.5%	1.2%
Singapore	5.1%	1.0%
Malaysia*	5.1%	0.8%
Hong Kong	4.3%	2.1%
Total-Top 10 Largest Countries	**84.1%**	**61.0%**

Best Performers

Return %

*Holdings based performance will be available for the account's first full quarter in the third quarter of 2014.

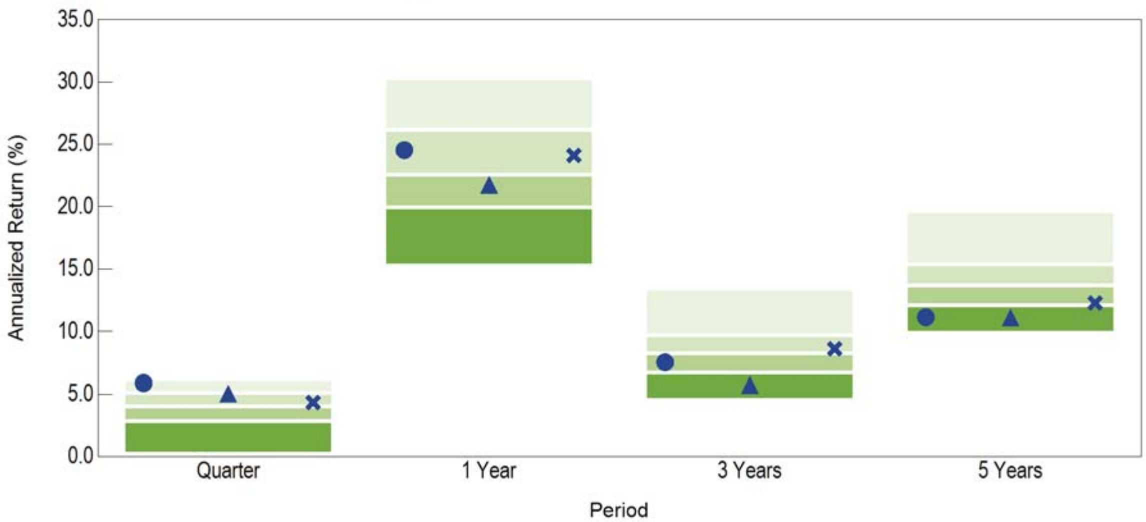
Top Holdings

NESTLE 'R'	3.16%
ROCHE HOLDING	2.96%
NOVARTIS 'R'	2.77%
ROYAL DUTCH SHELL A	2.27%
TOTAL	2.13%
AXIATA GROUP	2.06%
MALAYAN BANKING	2.00%
BRAMBLES	1.99%
AIR LIQUIDE	1.91%
CNOOC	1.90%

Worst Performers

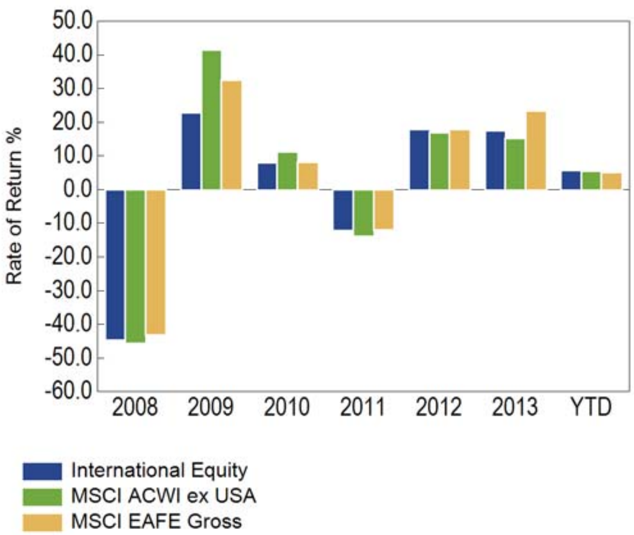
Return %

eA All ACWI ex-US Equity Gross Accounts
Ending June 30, 2014

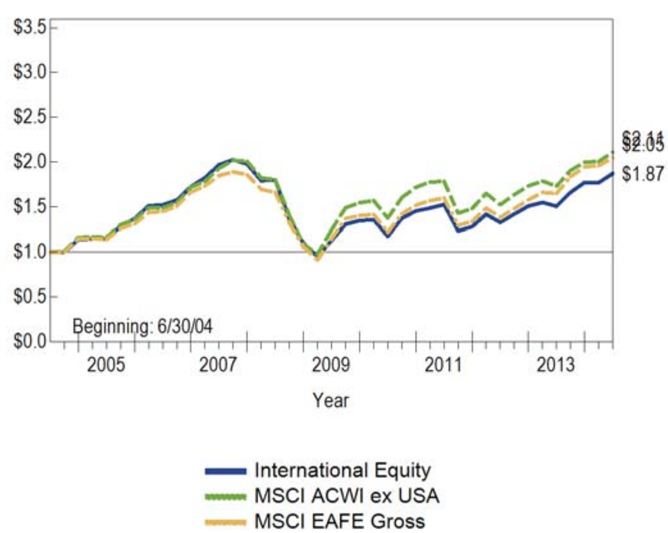


	Return (Rank)							
5th Percentile	6.2		30.3		13.4		19.6	
25th Percentile	5.1		26.2		9.7		15.4	
Median	4.1		22.6		8.3		13.7	
75th Percentile	2.9		20.0		6.7		12.1	
95th Percentile	0.2		15.3		4.5		9.9	
# of Portfolios	191		191		172		159	
● International Equity	5.9	(9)	24.5	(35)	7.5	(62)	11.1	(88)
▲ MSCI ACWI ex USA	5.0	(28)	21.8	(57)	5.7	(87)	11.1	(89)
× MSCI EAFE Gross	4.3	(43)	24.1	(37)	8.6	(45)	12.3	(75)

Annual Returns - Net of Fees
Ending June 30, 2014



Cumulative Value of $1
(Net of Fees)



Characteristics

	Portfolio	MSCI ACWI ex USA Gross
Number of Holdings	281	1,829
Weighted Avg. Market Cap. ($B)	51.95	56.23
Median Market Cap. ($B)	14.23	7.33
Price To Earnings	21.04	18.58
Price To Book	4.39	2.38
Price To Sales	2.66	1.97
Return on Equity (%)	21.64	14.44
Yield (%)	2.82	2.90
Beta	0.97	1.00
R-Squared	0.99	1.00
INDUSTRY SECTOR DISTRIBUTION (% Equity)		
Energy	9.63	9.58
Materials	6.82	8.46
Industrials	17.33	10.96
Consumer Discretionary	9.86	10.78
Consumer Staples	7.73	9.87
Health Care	11.55	8.16
Financials	15.33	26.41
Information Technology	10.76	6.93
Telecommunications	6.44	5.15
Utilities	3.27	3.61

Top Holdings

NESTLE 'R'	2.06%
ROCHE HOLDING	1.97%
NOVARTIS 'R'	1.89%
TOTAL	1.84%
ATLAS COPCO 'A'	1.14%
ROYAL DUTCH SHELL A	1.14%
PROSHARES ULTRA SEMICS.	1.06%
AXIATA GROUP	1.04%
MALAYAN BANKING	1.00%
BRAMBLES	1.00%

Country Allocation

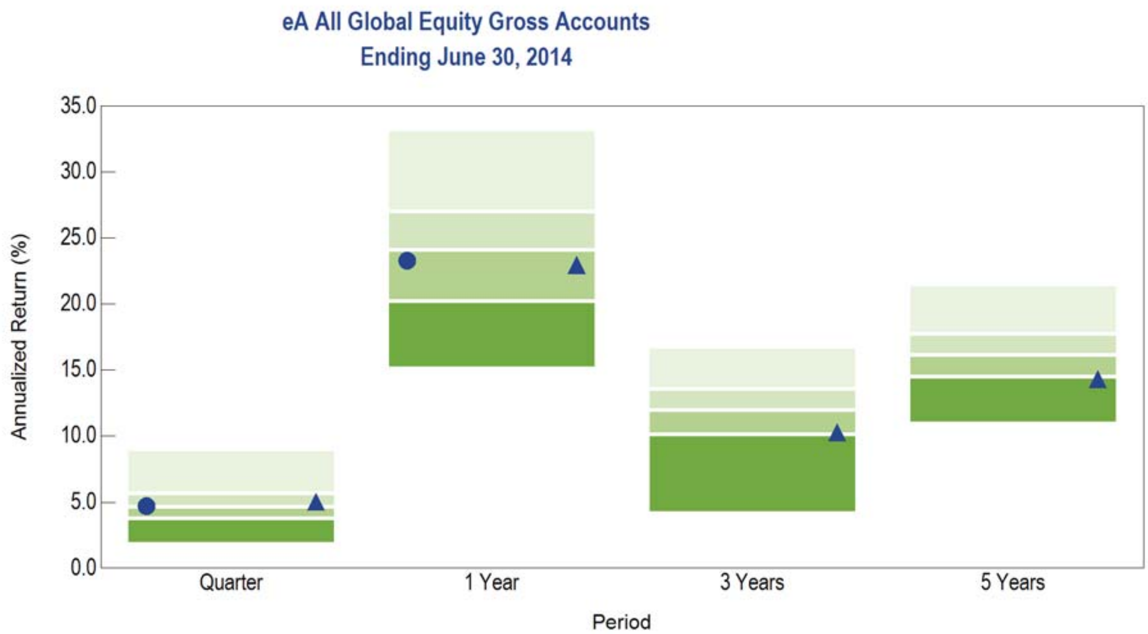
	Manager Ending Allocation (USD)	Index Ending Allocation (USD)
Totals		
Developed	86.6%	78.8%
Emerging*	13.4%	21.2%
Top 10 Largest Countries		
United Kingdom	18.6%	15.3%
Japan	12.0%	14.4%
Switzerland	9.7%	6.4%
France	7.6%	7.2%
Germany	6.7%	6.6%
Australia	6.5%	5.5%
Canada	3.7%	7.6%
Netherlands	3.3%	1.9%
China*	3.0%	3.9%
Taiwan*	2.8%	2.6%
Total-Top 10 Largest Countries	**74.0%**	**71.4%**

Best Performers

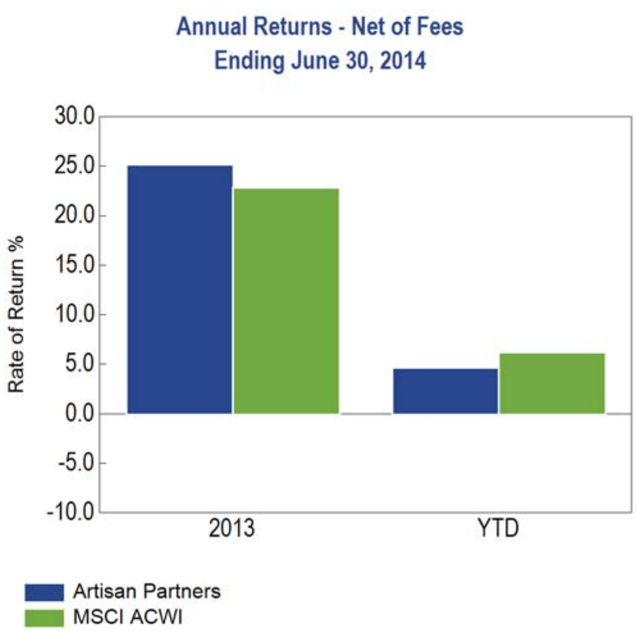
	Return %
SHIRE (UKIR:SHP)	59.15%
ACTELION (S:ATLN)	35.39%
BBSEGURIDADE ON NM (BR:BBS)	32.26%
ICTL.HTLS.GP. (UKIR:IHG)	28.85%
CIELO ON NM (BR:VIS)	28.84%
KROTON ON (BR:KRO)	27.67%
HCH.TELECOM.HK.HOLDINGS (K:HTHK)	26.15%
NITORI HOLDINGS (J:NTOR)	25.85%
VIPSHOP HOLDINGS ADR 1:2 (VIPS)	25.75%
BAIDU 'A' ADR 10:1 (BIDU)	22.68%

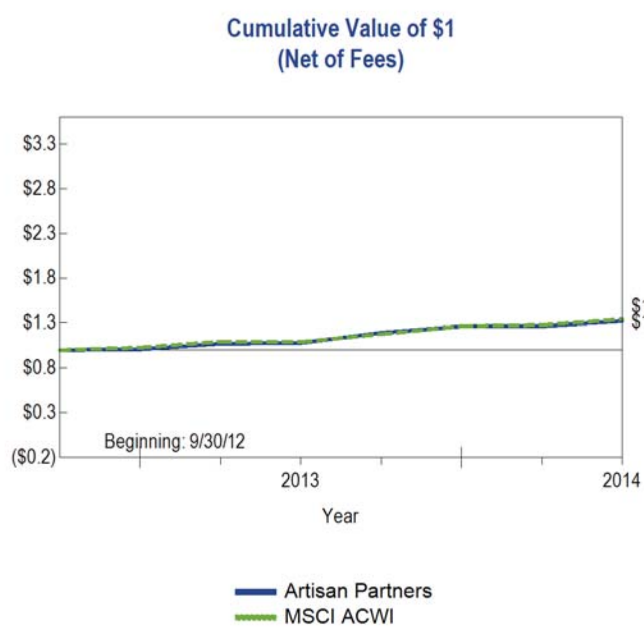
Worst Performers

	Return %
ASOS (UKIR:ASC)	-41.45%
AZIMUT HOLDING (I:AZM)	-25.15%
WINCOR NIXDORF (D:WIN)	-20.53%
COUNTRYWIDE (UKIR:CWD)	-19.38%
EASYJET (UKIR:EZJ)	-18.37%
FLIGHT CENTRE TRAVEL GP. (A:FLTX)	-13.76%
SIMCORP (DK:SIM)	-13.63%
HOWDEN JOINERY GP. (UKIR:HWDN)	-13.47%
HARGREAVES LANSDOWN (UKIR:HL.)	-12.91%
BANCA GENERALI (I:BANC)	-12.77%



	Return (Rank)							
5th Percentile	8.9		33.2		16.7		21.5	
25th Percentile	5.7		27.0		13.6		17.7	
Median	4.7		24.1		12.0		16.2	
75th Percentile	3.8		20.2		10.2		14.5	
95th Percentile	1.9		15.1		4.2		11.0	
# of Portfolios	564		564		516		445	
● Artisan Partners	4.7	(50)	23.3	(58)	--	(--)	--	(--)
▲ MSCI ACWI	5.0	(39)	22.9	(60)	10.3	(74)	14.3	(78)





Artisan Partners

$274.3 Million and 4.1% of Fund

Characteristics

	Portfolio	MSCI ACWI Gross
Number of Holdings	47	2,446
Weighted Avg. Market Cap. ($B)	54.97	84.04
Median Market Cap. ($B)	21.76	9.07
Price To Earnings	36.32	19.66
Price To Book	6.24	3.04
Price To Sales	7.09	2.36
Return on Equity (%)	18.11	16.40
Yield (%)	1.03	2.43
Beta		1.00
R-Squared		1.00
INDUSTRY SECTOR DISTRIBUTION (% Equity)		
Energy	6.03	10.19
Materials	4.50	6.05
Industrials	12.75	10.64
Consumer Discretionary	10.68	11.57
Consumer Staples	3.75	9.57
Health Care	15.53	10.62
Financials	9.65	21.27
Information Technology	31.17	12.83
Telecommunications	0.00	3.84
Utilities	1.29	3.37

Top Holdings

IHS 'A'	5.84%
APPLIED MATS.	4.95%
REGENERON PHARMS.	4.70%
HEXAGON 'B'	4.46%
PROSHARES ULTRA SEMICS.	3.80%
BIOGEN IDEC	3.60%
GOOGLE 'A'	3.37%
GOOGLE 'C'	3.32%
DISCOVER FINANCIAL SVS.	3.16%
ANADARKO PETROLEUM	3.15%

Country Allocation

	Manager Ending Allocation (USD)	Index Ending Allocation (USD)
Totals		
Developed	87.3%	89.2%
Emerging*	12.7%	10.8%
Top 10 Largest Countries		
United States	59.0%	48.9%
United Kingdom	7.5%	7.8%
Sweden	4.5%	1.1%
China*	4.2%	2.0%
France	3.3%	3.7%
Hong Kong	3.3%	1.0%
Japan	3.1%	7.4%
Mexico*	2.6%	0.6%
Australia	2.6%	2.8%
Taiwan*	2.5%	1.3%
Total-Top 10 Largest Countries	**92.5%**	**76.6%**

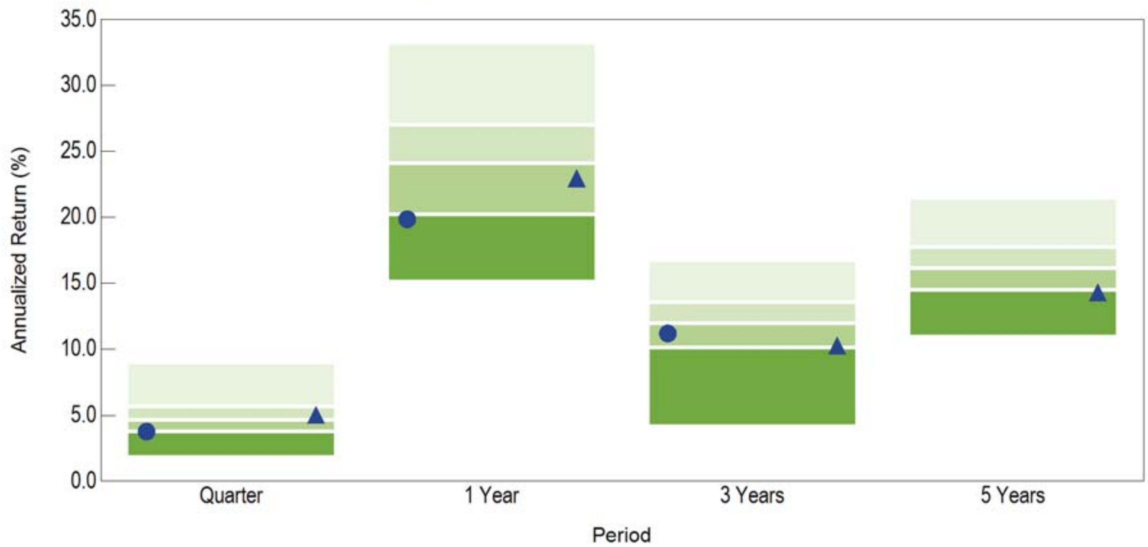
Best Performers

	Return %
ANADARKO PETROLEUM (APC)	29.49%
HONG KONG EXS.& CLEAR. (K:HKEX)	24.46%
BAIDU 'A' ADR 10:1 (BIDU)	22.68%
ILLUMINA (ILMN)	20.10%
KEURIG GREEN MOUNTAIN (GMCR)	18.28%
GILEAD SCIENCES (GILD)	17.01%
DIRECT LINE IN.GROUP (UKIR:DLG)	16.51%
TERRA '13' (MX:TER)	14.81%
MEDIATEK (TW:MDT)	14.58%
FACEBOOK CLASS A (FB)	11.70%

Worst Performers

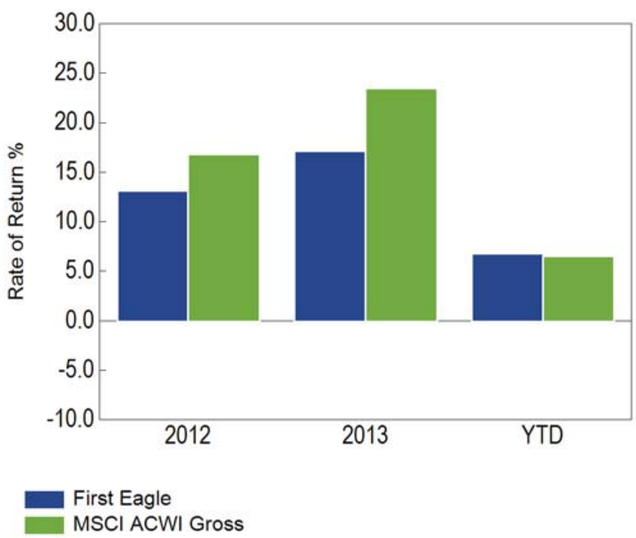
	Return %
GREAT WALL MOTOR CO.'H' (K:GWA)	-23.10%
EBAY (EBAY)	-9.38%
ARM HOLDINGS (UKIR:ARM)	-9.11%
CERNER (CERN)	-8.30%
INTERTEK GROUP (UKIR:ITRK)	-7.24%
YAHOO JAPAN (J:AHOO)	-5.98%
BRISTOL MYERS SQUIBB (BMY)	-5.97%
REGENERON PHARMS. (REGN)	-5.93%
ADIDAS (D:ADS)	-4.65%
RAIADROGASIL ON (BR:DR3)	-4.55%

eA All Global Equity Gross Accounts
Ending June 30, 2014

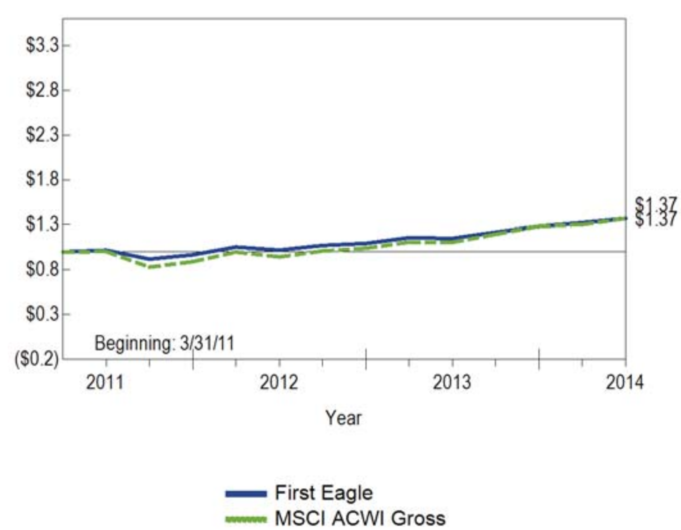


	Return (Rank)							
5th Percentile	8.9		33.2		16.7		21.5	
25th Percentile	5.7		27.0		13.6		17.7	
Median	4.7		24.1		12.0		16.2	
75th Percentile	3.8		20.2		10.2		14.5	
95th Percentile	1.9		15.1		4.2		11.0	
# of Portfolios	564		564		516		445	
● First Eagle	3.8	(76)	19.8	(78)	11.2	(62)	--	(--)
▲ MSCI ACWI	5.0	(39)	22.9	(60)	10.3	(74)	14.3	(78)

Annual Returns - Net of Fees
Ending June 30, 2014



Cumulative Value of $1
(Net of Fees)



First Eagle

$280.1 Million and 4.2% of Fund

Characteristics

	Portfolio	MSCI ACWI Gross
Number of Holdings	147	2,446
Weighted Avg. Market Cap. ($B)	54.98	84.04
Median Market Cap. ($B)	14.35	9.07
Price To Earnings	19.91	19.66
Price To Book	2.89	3.04
Price To Sales	2.64	2.36
Return on Equity (%)	14.79	16.40
Yield (%)	2.23	2.43
Beta	0.63	1.00
R-Squared	0.98	1.00
INDUSTRY SECTOR DISTRIBUTION (% Equity)		
Energy	7.45	10.19
Materials	10.41	6.05
Industrials	11.79	10.64
Consumer Discretionary	7.90	11.57
Consumer Staples	5.30	9.57
Health Care	3.66	10.62
Financials	14.46	21.27
Information Technology	13.86	12.83
Telecommunications	1.77	3.84
Utilities	0.31	3.37

Top Holdings

STATE STREET BANK + TRUST CO SHORT TERM INVESTMENT FUND	17.89%
GOLD COMMODITY IN OUNCES GOLD COMMODITY IN OUNCES	4.95%
MICROSOFT	1.85%
ORACLE	1.83%
COMCAST SPECIAL 'A'	1.67%
INTEL	1.60%
CISCO SYSTEMS	1.50%
KEYENCE	1.50%
BANK OF NEW YORK MELLON	1.43%
SMC	1.42%

Country Allocation

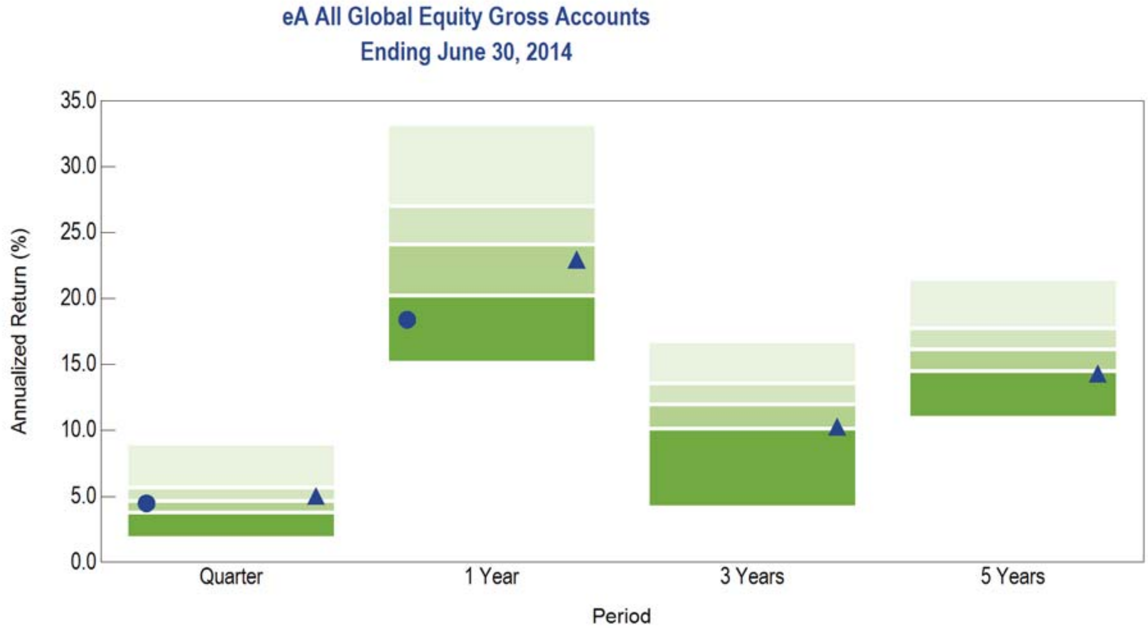
	Manager Ending Allocation (USD)	Index Ending Allocation (USD)
Totals		
Developed	77.8%	89.2%
Emerging*	4.3%	10.8%
Cash	17.9%	
Top 10 Largest Countries		
United States	39.9%	48.9%
Cash	17.9%	0.0%
Japan	14.0%	7.4%
France	6.5%	3.7%
Canada	5.8%	3.9%
United Kingdom	3.0%	7.8%
Germany	1.8%	3.4%
Switzerland	1.6%	3.3%
Mexico*	1.5%	0.6%
Korea*	1.2%	1.7%
Total-Top 10 Largest Countries	**93.3%**	**80.5%**

Best Performers

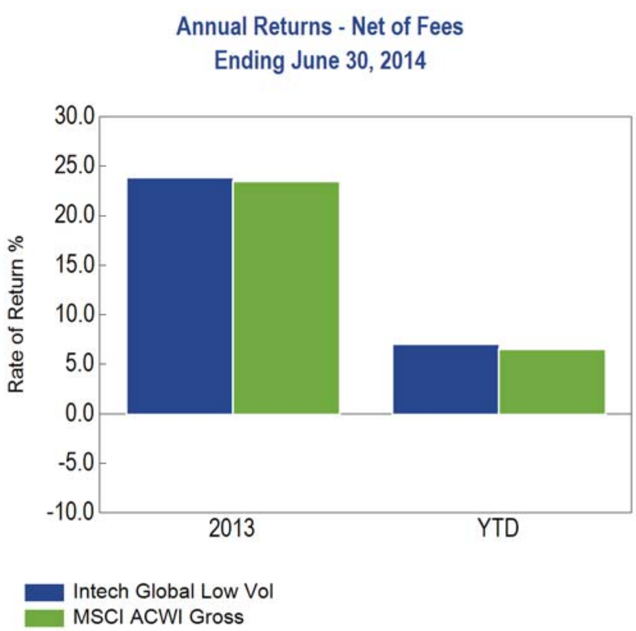
	Return %
SIBANYE GOLD ADR 1:4 (SBGL)	32.41%
COMFORTDELGRO (T:CODE)	29.50%
AGNICO-EAGLE MNS. (NYS) (AEM)	26.95%
NITORI HOLDINGS (J:NTOR)	25.85%
CONOCOPHILLIPS (COP)	22.93%
APACHE (APA)	21.66%
INTEL (INTC)	20.73%
CANADIAN NATURAL RES. (C:CNQ)	20.49%
PTRO.BRAO.ADR 1:2 (PBRA)	20.20%
DEVON ENERGY (DVN)	19.00%

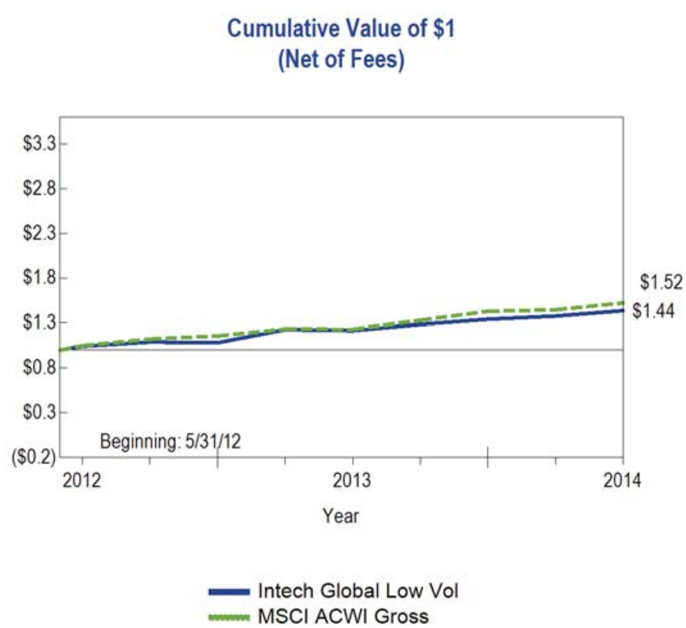
Worst Performers

	Return %
TERADATA (TDC)	-18.28%
ITALCEMENTI FABBRICHE RIUNITE (I:ITCF)	-11.96%
CRH (DUB) (UKIR:CRGI)	-7.82%
MORRISON(WM)SPMKTS. (UKIR:MORW)	-7.45%
TNT EXPRESS (H:TNTE)	-7.41%
VIVENDI (F:EX@F)	-7.39%
DELTIC TIMBER (DEL)	-7.22%
SCOTTS MIRACLE-GRO (SMG)	-6.53%
WENDEL (F:MF@F)	-6.40%
JARDINE MATHESON HDG. (T:JMTS)	-5.98%



	Return (Rank)							
5th Percentile	8.9		33.2		16.7		21.5	
25th Percentile	5.7		27.0		13.6		17.7	
Median	4.7		24.1		12.0		16.2	
75th Percentile	3.8		20.2		10.2		14.5	
95th Percentile	1.9		15.1		4.2		11.0	
# of Portfolios	564		564		516		445	
● Intech Global Low Vol	4.5	(58)	18.4	(85)	--	(--)	--	(--)
▲ MSCI ACWI	5.0	(39)	22.9	(60)	10.3	(74)	14.3	(78)





Intech Global Low Vol

$23.1 Million and 0.3% of Fund

Characteristics

	Portfolio	MSCI ACWI Gross
Number of Holdings	424	2,446
Weighted Avg. Market Cap. ($B)	40.44	84.04
Median Market Cap. ($B)	12.27	9.07
Price To Earnings	21.31	19.66
Price To Book	4.07	3.04
Price To Sales	2.76	2.36
Return on Equity (%)	21.49	16.40
Yield (%)	2.33	2.43
Beta (holdings; global)	0.58	1.07
INDUSTRY SECTOR DISTRIBUTION (% Equity)		
Energy	2.37	10.19
Materials	2.49	6.05
Industrials	7.59	10.64
Consumer Discretionary	16.59	11.57
Consumer Staples	25.17	9.57
Health Care	11.57	10.62
Financials	9.52	21.27
Information Technology	5.68	12.83
Telecommunications	3.90	3.84
Utilities	13.88	3.37

Top Holdings

SOUTHERN	5.00%
GENERAL MILLS	4.05%
PROCTER & GAMBLE	2.79%
KIMBERLY-CLARK	2.77%
KELLOGG	2.16%
CLP HOLDINGS	1.85%
AUTOZONE	1.63%
WAL MART STORES	1.63%
POWER ASSETS HOLDINGS	1.61%
MCDONALDS	1.44%

Country Allocation

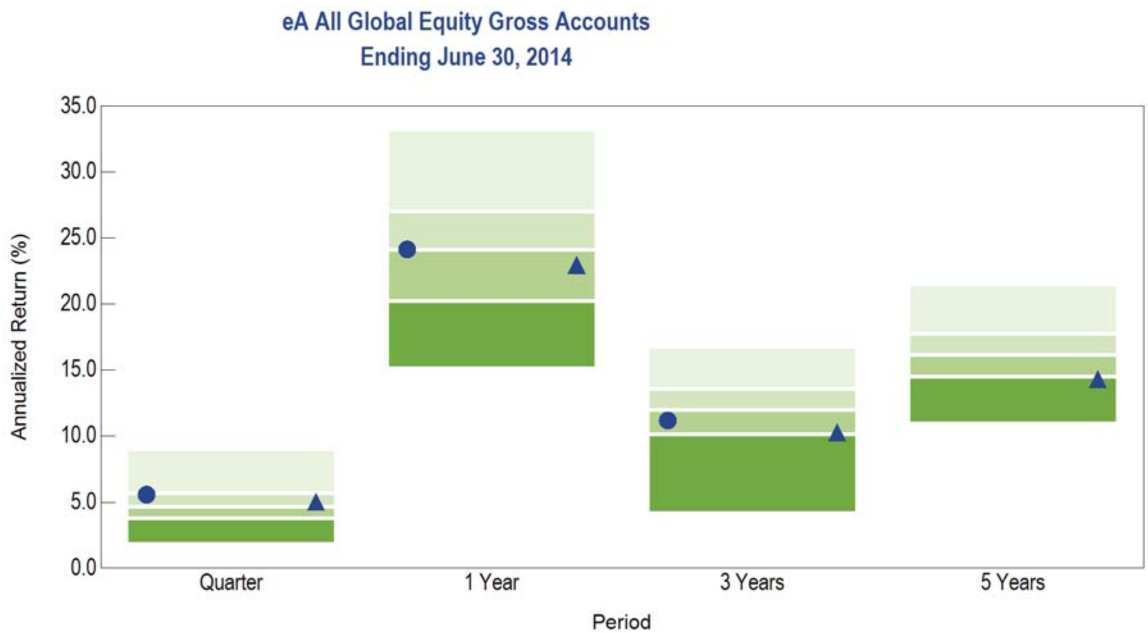
	Manager Ending Allocation (USD)	Index Ending Allocation (USD)
Totals		
Developed	98.7%	89.2%
Cash	1.3%	
Top 10 Largest Countries		
United States	53.8%	48.9%
Japan	12.1%	7.4%
Hong Kong	8.0%	1.0%
Canada	4.6%	3.9%
Switzerland	3.6%	3.3%
France	3.1%	3.7%
United Kingdom	3.0%	7.8%
Germany	2.4%	3.4%
Italy	1.3%	0.9%
Cash	1.3%	0.0%
Total-Top 10 Largest Countries	**93.2%**	**80.3%**

Best Performers

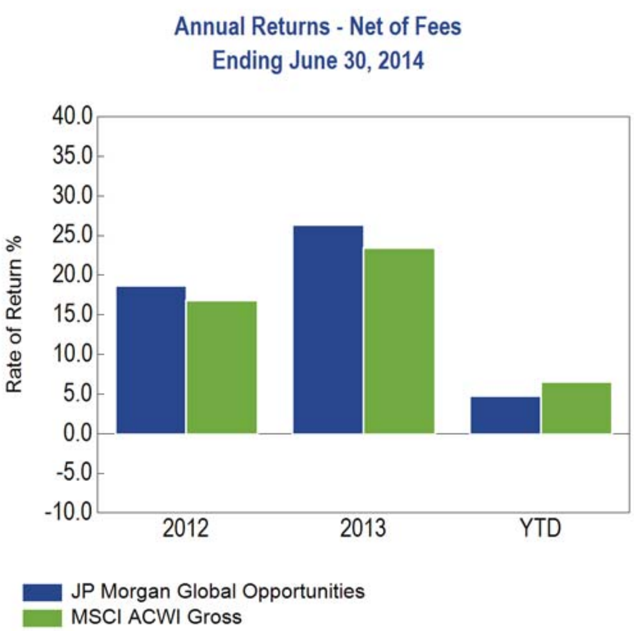
	Return %
SHIRE (UKIR:SHP)	59.15%
NIPPON PAINT (J:NPPT)	39.36%
MICRON TECHNOLOGY (MU)	39.26%
SEIKO EPSON (J:SEEP)	36.49%
COMFORTDELGRO (T:CODE)	29.50%
SHOWA SHELL SEKIYU (J:SHSS)	28.84%
CHARTER COMMS.CL.A (CHTR)	28.56%
AGNICO-EAGLE MNS. (NYS) (AEM)	26.95%
FORTUM (M:FORT)	26.51%
NITORI HOLDINGS (J:NTOR)	25.85%

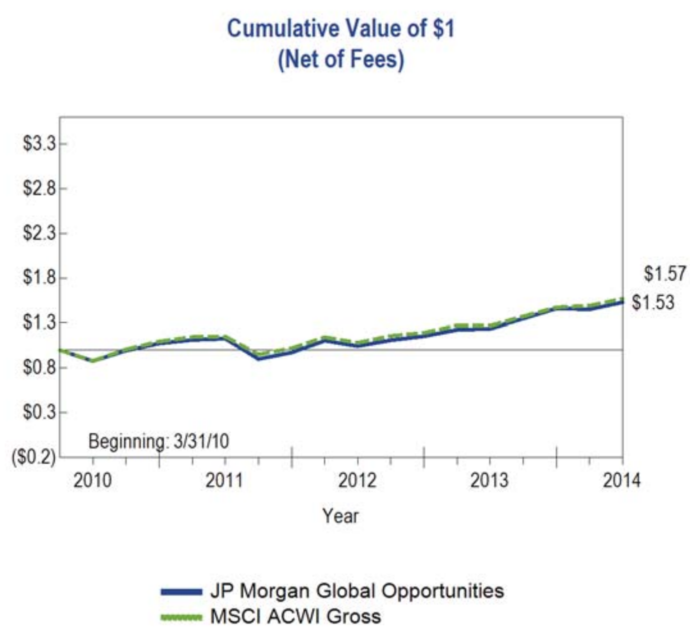
Worst Performers

	Return %
ASOS (UKIR:ASC)	-41.45%
SUEDZUCKER (D:SZU)	-28.69%
BANK OF IRELAND (UKIR:BKIR)	-20.34%
EDF (F:EDF)	-18.31%
DEUTSCHE LUFTHANSA (D:LHA)	-15.79%
FIAT (I:F)	-15.24%
COMMERZBANK (D:CBK)	-14.78%
TYSON FOODS 'A' (TSN)	-14.54%
OCI (H:OCIO)	-14.04%
JCDECAUX (F:JCDE)	-13.40%



	Return (Rank)							
5th Percentile	8.9		33.2		16.7		21.5	
25th Percentile	5.7		27.0		13.6		17.7	
Median	4.7		24.1		12.0		16.2	
75th Percentile	3.8		20.2		10.2		14.5	
95th Percentile	1.9		15.1		4.2		11.0	
# of Portfolios	564		564		516		445	
● JP Morgan Global Opportunities	5.6	(28)	24.1	(51)	11.2	(62)	--	(--)
▲ MSCI ACWI	5.0	(39)	22.9	(60)	10.3	(74)	14.3	(78)





JP Morgan Global Opportunities

$273.7 Million and 4.1% of Fund

Characteristics

	Portfolio	MSCI ACWI Gross
Number of Holdings	108	2,446
Weighted Avg. Market Cap. ($B)	98.82	84.04
Median Market Cap. ($B)	50.47	9.07
Price To Earnings	21.33	19.66
Price To Book	3.41	3.04
Price To Sales	2.41	2.36
Return on Equity (%)	18.14	16.40
Yield (%)	2.13	2.43
Beta (holdings; global)	1.27	1.07
INDUSTRY SECTOR DISTRIBUTION (% Equity)		
Energy	8.12	10.19
Materials	7.37	6.05
Industrials	10.75	10.64
Consumer Discretionary	15.99	11.57
Consumer Staples	6.13	9.57
Health Care	13.40	10.62
Financials	16.60	21.27
Information Technology	16.13	12.83
Telecommunications	3.09	3.84
Utilities	1.78	3.37

Top Holdings

APPLE	1.96%
BAYER	1.91%
ROCHE HOLDING	1.89%
JOHNSON & JOHNSON	1.88%
ROYAL DUTCH SHELL A(LON)	1.82%
TOYOTA MOTOR	1.72%
BRITISH AMERICAN TOBACCO	1.70%
HSBC HDG. (ORD $0.50)	1.68%
NOVARTIS 'R'	1.54%
UNITED TECHNOLOGIES	1.52%

Country Allocation

	Manager Ending Allocation (USD)	Index Ending Allocation (USD)
Totals		
Developed	93.0%	89.2%
Emerging*	7.0%	10.8%
Top 10 Largest Countries		
United States	46.5%	48.9%
United Kingdom	12.9%	7.8%
Japan	9.2%	7.4%
France	6.2%	3.7%
Germany	5.1%	3.4%
Switzerland	4.4%	3.3%
Korea*	2.5%	1.7%
Hong Kong	2.0%	1.0%
Netherlands	1.7%	1.0%
Belgium	1.2%	0.4%
Total-Top 10 Largest Countries	**91.7%**	**78.6%**

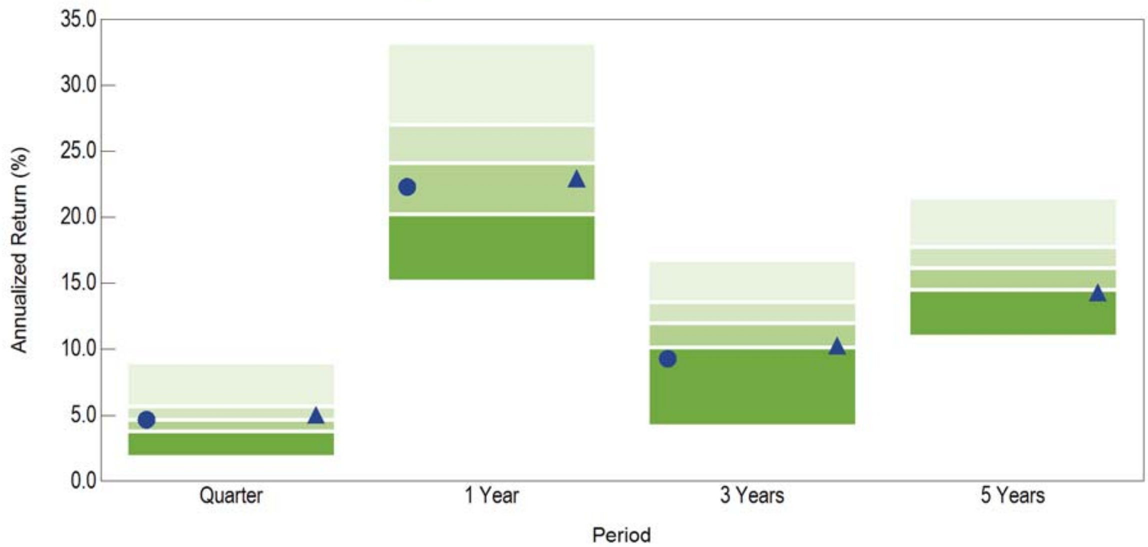
Best Performers

	Return %
SHIRE (UKIR:SHP)	59.15%
OUTOKUMPU 'A' (M:OUTO)	51.30%
ALLERGAN (AGN)	36.40%
CHENIERE EN. (LNG)	29.54%
ICTL.HTLS.GP. (UKIR:IHG)	28.85%
PROSHARES ULTRA SEMICS. (USD)	24.89%
SILICONWARE PRECN.INDS. (TW:SLC)	23.52%
LAM RESEARCH (LRCX)	23.21%
SCHLUMBERGER (SLB)	21.44%
TULLOW OIL (UKIR:TLW)	18.19%

Worst Performers

	Return %
APR ENERGY (UKIR:APR)	-16.60%
PETROFAC (UKIR:PFC)	-12.60%
TJX (TJX)	-12.11%
BANK OF AMERICA (BAC)	-10.58%
KINGFISHER (UKIR:KGF)	-10.13%
MARATHON PETROLEUM (MPC)	-9.88%
EBAY (EBAY)	-9.38%
ITC (IN:ITC)	-6.88%
PACCAR (PCAR)	-6.50%
BRISTOL MYERS SQUIBB (BMY)	-5.97%

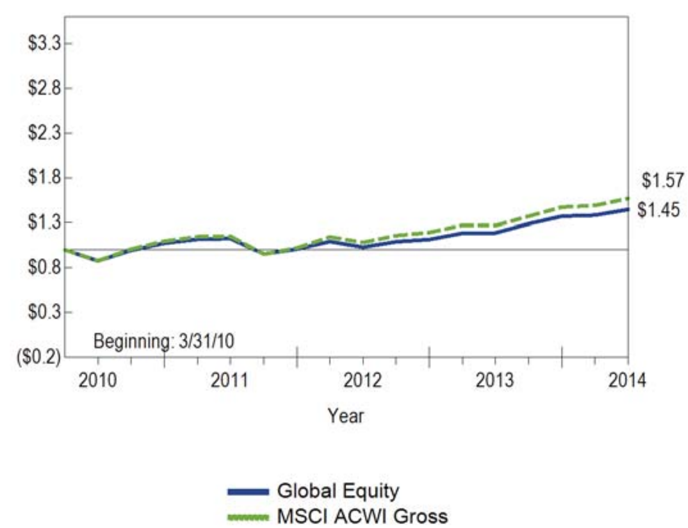
eA All Global Equity Gross Accounts
Ending June 30, 2014



	Return (Rank)							
5th Percentile	8.9		33.2		16.7		21.5	
25th Percentile	5.7		27.0		13.6		17.7	
Median	4.7		24.1		12.0		16.2	
75th Percentile	3.8		20.2		10.2		14.5	
95th Percentile	1.9		15.1		4.2		11.0	
# of Portfolios	564		564		516		445	
● **Global Equity**	4.7	(52)	22.3	(65)	9.3	(82)	--	(--)
▲ **MSCI ACWI**	5.0	(39)	22.9	(60)	10.3	(74)	14.3	(78)

Annual Returns - Net of Fees
Ending June 30, 2014

Cumulative Value of $1
(Net of Fees)



Characteristics

	Portfolio	MSCI ACWI Gross
Number of Holdings	650	2,446
Weighted Avg. Market Cap. ($B)	69.79	84.04
Median Market Cap. ($B)	15.45	9.07
Price To Earnings	25.54	19.66
Price To Book	4.67	3.04
Price To Sales	3.93	2.36
Return on Equity (%)	17.29	16.40
Yield (%)	1.78	2.43
Beta (holdings; global)	1.24	1.07
INDUSTRY SECTOR DISTRIBUTION (% Equity)		
Energy	7.07	10.19
Materials	7.31	6.05
Industrials	11.65	10.64
Consumer Discretionary	11.63	11.57
Consumer Staples	5.61	9.57
Health Care	10.83	10.62
Financials	13.46	21.27
Information Technology	19.95	12.83
Telecommunications	1.68	3.84
Utilities	1.47	3.37

Top Holdings

STATE STREET BANK + TRUST CO SHORT TERM INVESTMENT FUND	5.92%
IHS 'A'	1.88%
GOOGLE 'A'	1.71%
GOLD COMMODITY IN OUNCES GOLD COMMODITY IN OUNCES	1.63%
APPLIED MATS.	1.59%
REGENERON PHARMS.	1.51%
HEXAGON 'B'	1.44%
PROSHARES ULTRA SEMICS.	1.43%
GOOGLE 'C'	1.42%
BIOGEN IDEC	1.41%

Country Allocation

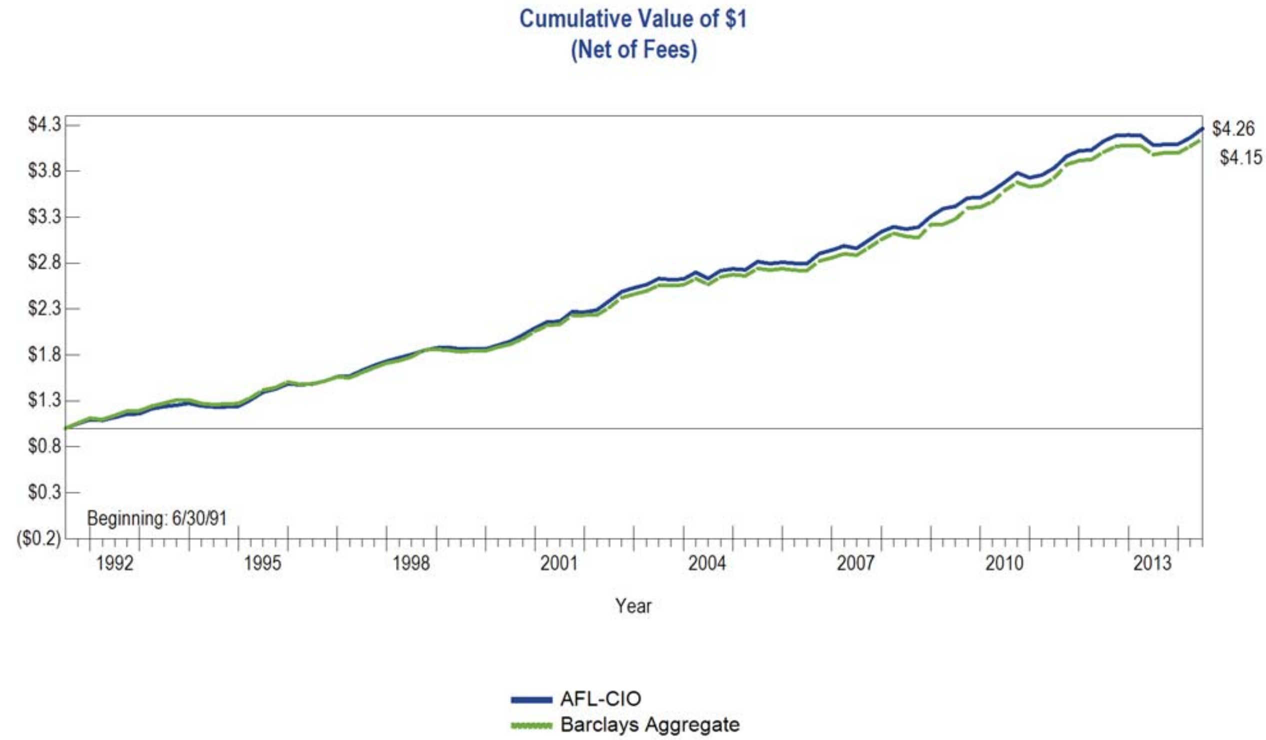
	Manager Ending Allocation (USD)	Index Ending Allocation (USD)
Totals		
Developed	86.3%	89.2%
Emerging*	7.8%	10.8%
Cash	5.9%	
Top 10 Largest Countries		
United States	48.6%	48.9%
Japan	8.9%	7.4%
United Kingdom	7.7%	7.8%
Cash	5.9%	0.0%
France	5.3%	3.7%
Canada	2.8%	3.9%
Germany	2.8%	3.4%
Switzerland	2.0%	3.3%
Hong Kong	2.0%	1.0%
Sweden	1.9%	1.1%
Total-Top 10 Largest Countries	**87.9%**	**80.4%**

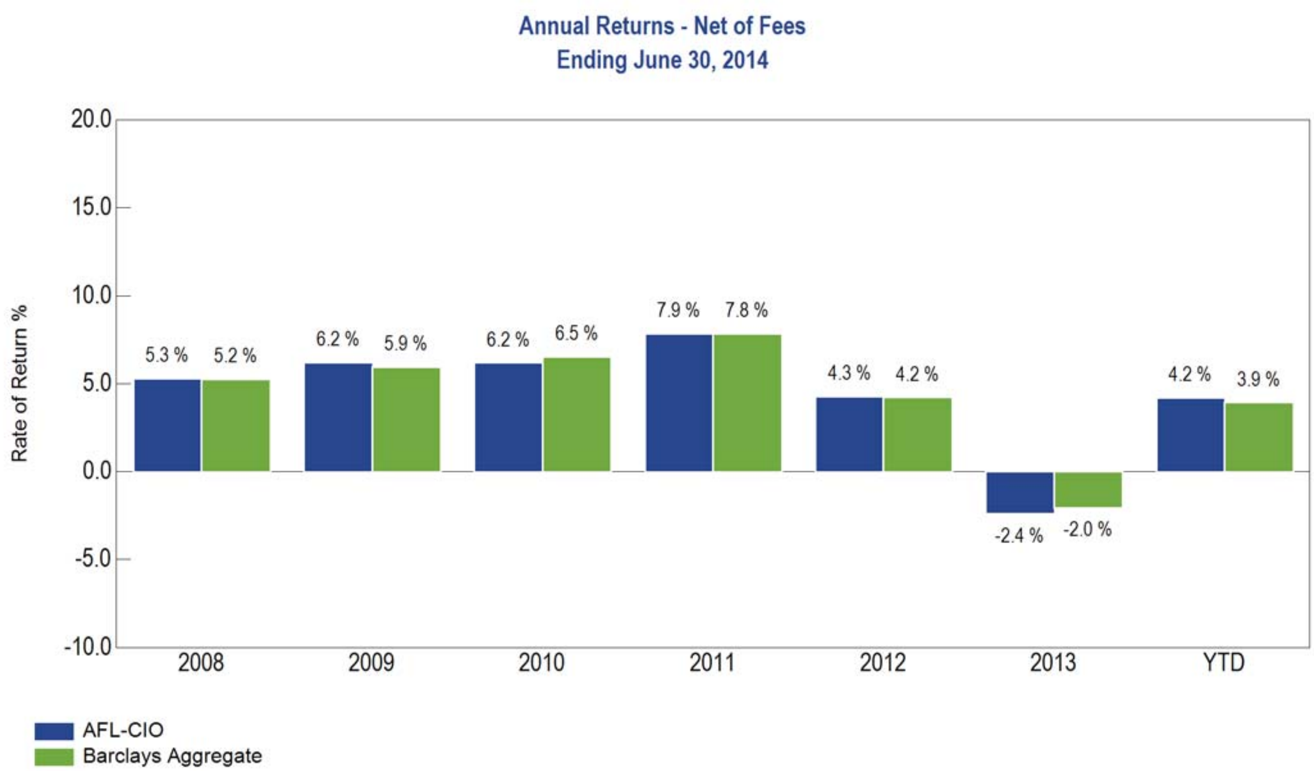
Best Performers

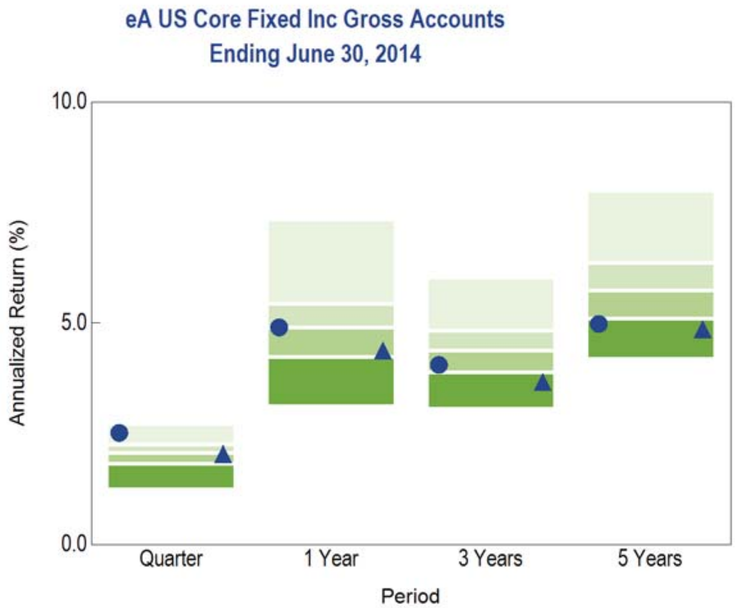
	Return %
SHIRE (UKIR:SHP)	59.15%
OUTOKUMPU 'A' (M:OUTO)	51.30%
NIPPON PAINT (J:NPPT)	39.36%
MICRON TECHNOLOGY (MU)	39.26%
SEIKO EPSON (J:SEEP)	36.49%
ALLERGAN (AGN)	36.40%
SIBANYE GOLD ADR 1:4 (SBGL)	32.41%
CHENIERE EN. (LNG)	29.54%
COMFORTDELGRO (T:CODE)	29.50%
ANADARKO PETROLEUM (APC)	29.49%

Worst Performers

	Return %
ASOS (UKIR:ASC)	-41.45%
SUEDZUCKER (D:SZU)	-28.69%
GREAT WALL MOTOR CO.'H' (K:GWA)	-23.10%
BANK OF IRELAND (UKIR:BKIR)	-20.34%
EDF (F:EDF)	-18.31%
TERADATA (TDC)	-18.28%
APR ENERGY (UKIR:APR)	-16.60%
DEUTSCHE LUFTHANSA (D:LHA)	-15.79%
FIAT (I:F)	-15.24%
COMMERZBANK (D:CBK)	-14.78%


Cumulative Value of $1
(Net of Fees)
$4.3
$3.8
$3.3
$2.8
$2.3
$1.8
$1.3
$0.8
$0.3
($0.2)
Beginning: 6/30/91
1992
1995
1998
2001
2004
2007
2010
2013
Year
$4.26
$4.15
AFL-CIO
Barclays Aggregate


Annual Returns - Net of Fees
Ending June 30, 2014
Rate of Return %
20.0
15.0
10.0
5.0
0.0
-5.0
-10.0
5.3 %
5.2 %
6.2 %
5.9 %
6.2 %
6.5 %
7.9 %
7.8 %
4.3 %
4.2 %
-2.4 %
-2.0 %
4.2 %
3.9 %
2008
2009
2010
2011
2012
2013
YTD
AFL-CIO
Barclays Aggregate



	Return (Rank)							
5th Percentile	2.7		7.3		6.0		8.0	
25th Percentile	2.2		5.4		4.8		6.4	
Median	2.1		4.9		4.4		5.7	
75th Percentile	1.8		4.2		3.9		5.1	
95th Percentile	1.3		3.1		3.1		4.2	
# of Portfolios	215		215		214		205	
● AFL-CIO	2.5	(10)	4.9	(51)	4.0	(66)	5.0	(78)
▲ Barclays Aggregate	2.0	(58)	4.4	(71)	3.7	(84)	4.9	(83)

AFL-CIO Characteristics History

	Portfolio Q2-14	Index Q2-14
Yield to Maturity	2.6%	2.2%
Eff. Duration	4.85	5.36
Avg. Quality	AAA	AA

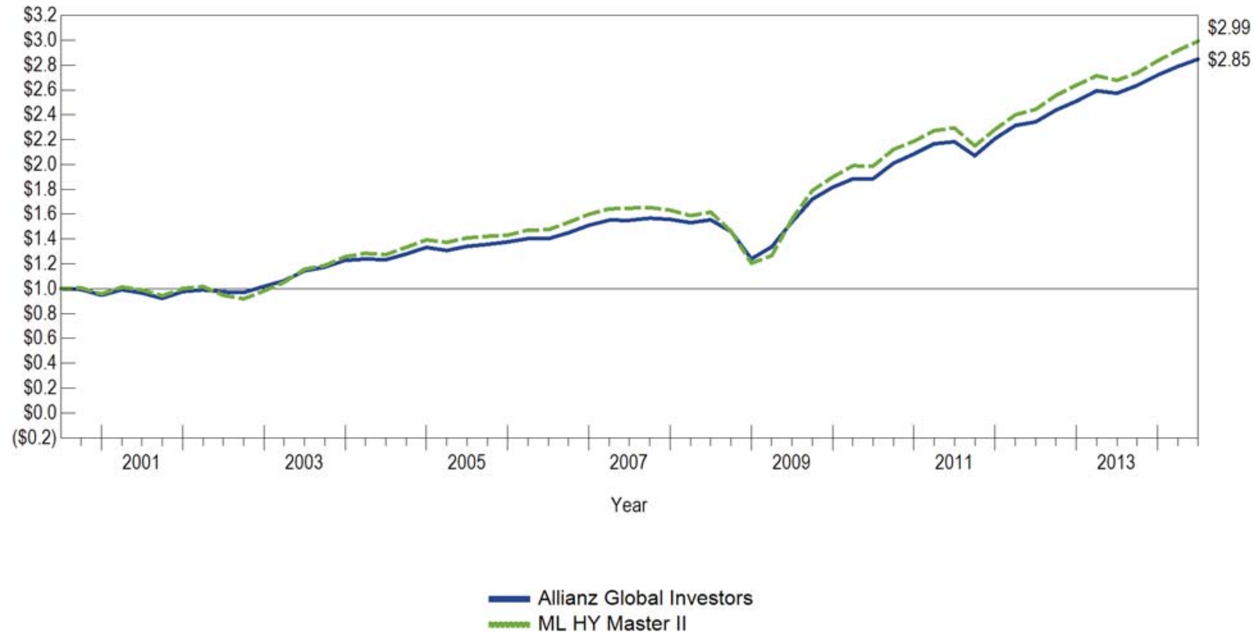
AFL-CIO Sector Distribution History

	Portfolio Q2-14	Index Q2-14
UST/Agency	6.1%	45.4%
Corporate	--	23.3%
MBS	90.2%	30.8%
ABS	--	0.5%
Foreign	--	--
Muni	--	--
Cash	3.7%	--

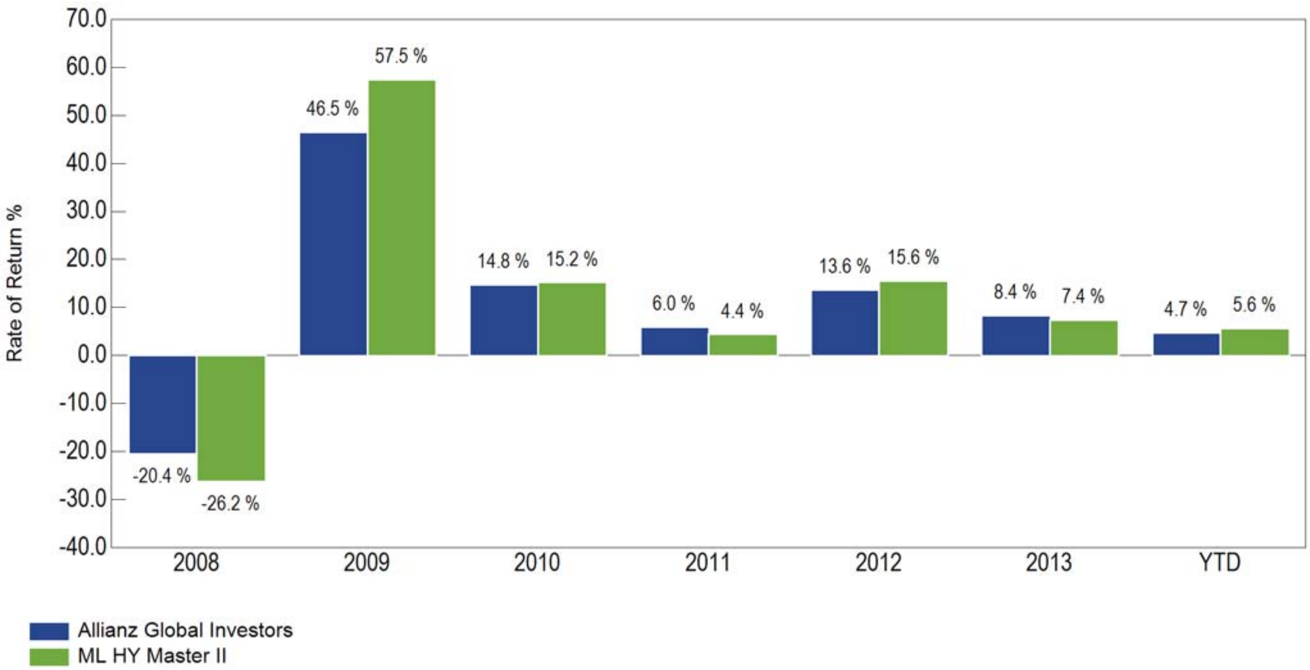
AFL-CIO Quality Distribution History

	Portfolio Q2-14	Index Q2-14
AAA	89.4%	71.4%
AA	6.9%	5.0%
A	--	11.5%
BBB	--	12.0%
BB and Below	--	0.0%
Not Rated	3.7%	--

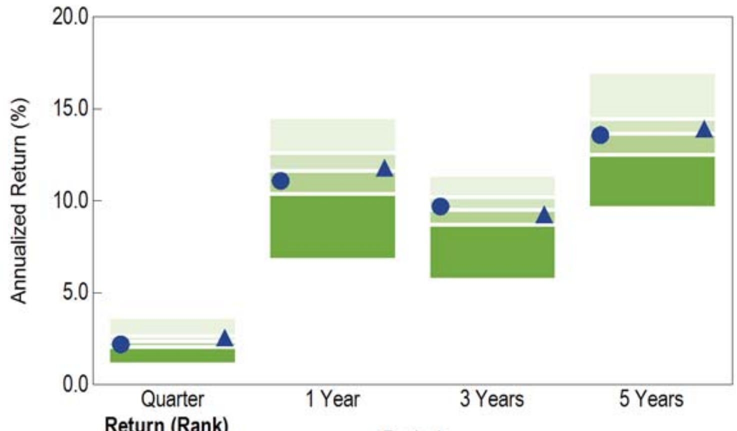
Cumulative Value of $1
(Net of Fees)



Annual Returns - Net of Fees
Ending June 30, 2014



eA US High Yield Fixed Inc Gross Accounts
Ending June 30, 2014



Return (Rank)	Quarter		1 Year		3 Years		5 Years	
5th Percentile	3.7		14.6		11.4		17.0	
25th Percentile	2.7		12.6		10.2		14.5	
Median	2.4		11.7		9.5		13.7	
75th Percentile	2.1		10.4		8.7		12.5	
95th Percentile	1.1		6.8		5.7		9.6	
# of Portfolios	141		141		127		115	
● **Allianz Global Investors**	2.2	(64)	11.1	(66)	9.7	(42)	13.6	(53)
▲ **ML HY Master II**	2.6	(32)	11.8	(46)	9.3	(61)	13.9	(42)

Allianz Global Investors Characteristics History

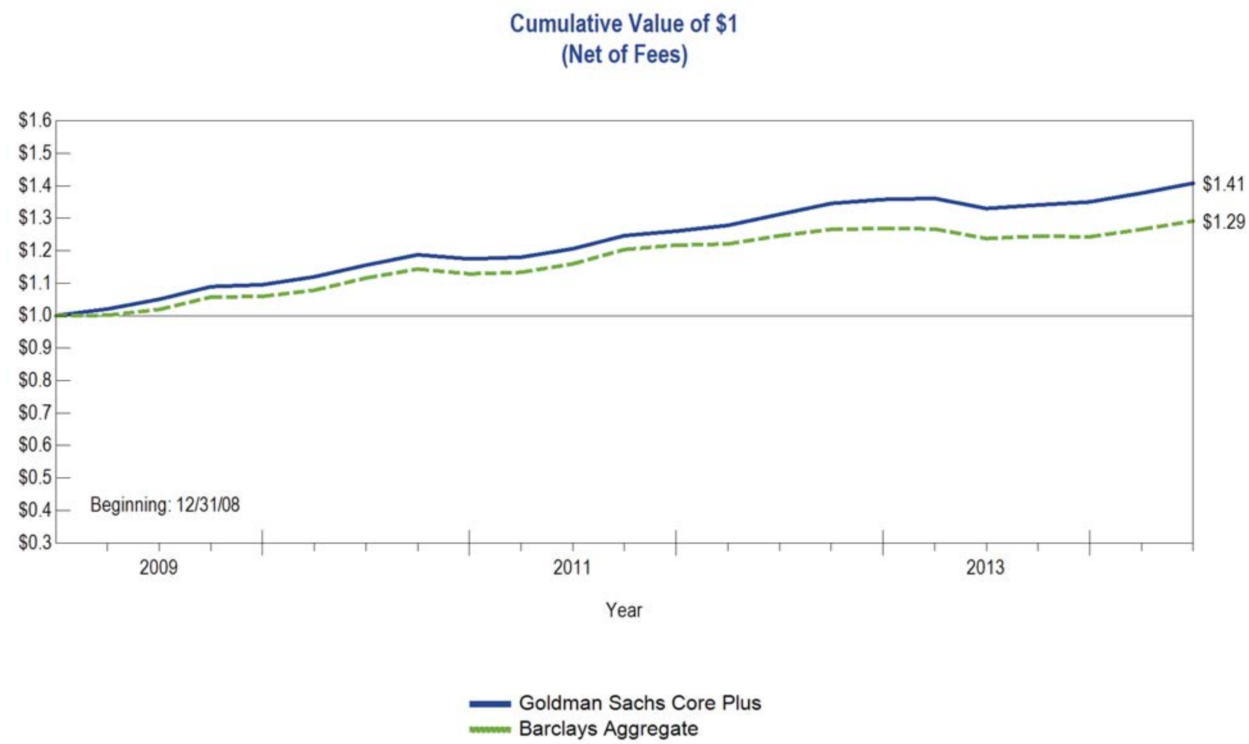
	Portfolio	Index
	Q2-14	Q2-14
Yield to Maturity	6.4%	5.8%
Maturity	6.2 yrs.	6.7 yrs.
Eff. Duration	3.4	4.2
Avg. Quality	B	B

Allianz Global Investors Sector Distribution History

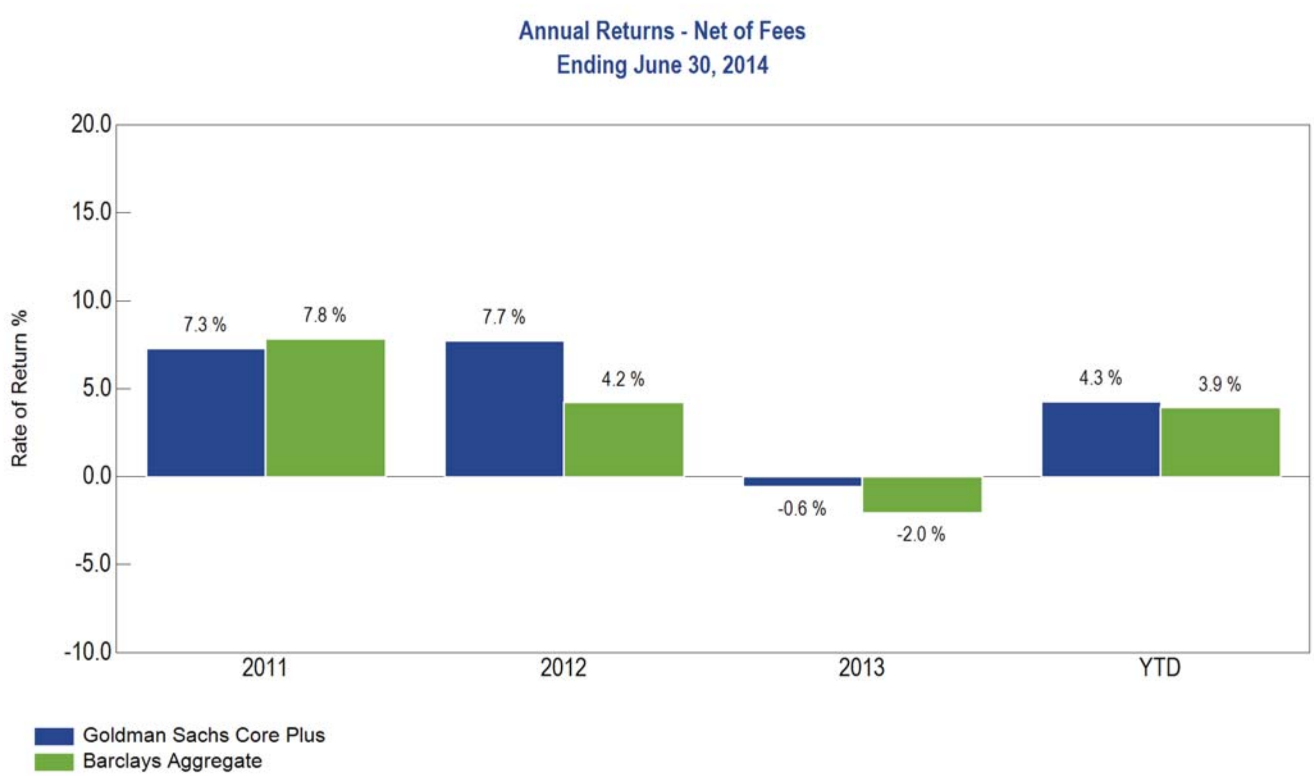
	Portfolio	Index
	Q2-14	Q2-14
UST/Agency	--	--
Corporate	101.3%	100.0%
MBS	--	--
ABS	--	--
Foreign	--	--
Muni	--	--
Other	-1.3%	--

Allianz Global Investors High Yield Quality Distribution History

	Portfolio	Index
	Q2-14	Q2-14
A and Above	--	--
BBB	0.0%	0.0%
BB	25.1%	45.1%
B	65.5%	38.1%
CCC and Below	9.2%	16.8%
Cash	0.3%	0.0%



Cumulative Value of $1
(Net of Fees)
$1.6
$1.5
$1.4
$1.3
$1.2
$1.1
$1.0
$0.9
$0.8
$0.7
$0.6
$0.5
$0.4
$0.3
Beginning: 12/31/08
$1.41
$1.29
2009
2011
2013
Year
Goldman Sachs Core Plus
Barclays Aggregate

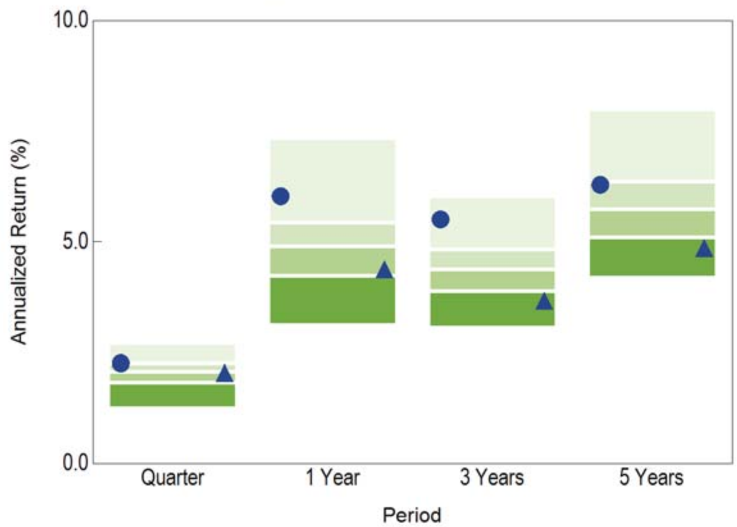


Annual Returns - Net of Fees
Ending June 30, 2014
Rate of Return %
20.0
15.0
10.0
5.0
0.0
-5.0
-10.0
7.3 %
7.8 %
7.7 %
4.2 %
-0.6 %
-2.0 %
4.3 %
3.9 %
2011
2012
2013
YTD
Goldman Sachs Core Plus
Barclays Aggregate

Goldman Sachs Core Plus

$283.7 Million and 4.2% of Fund

eA US Core Fixed Inc Gross Accounts
Ending June 30, 2014



	Return (Rank)							
5th Percentile	2.7		7.3		6.0		8.0	
25th Percentile	2.2		5.4		4.8		6.4	
Median	2.1		4.9		4.4		5.7	
75th Percentile	1.8		4.2		3.9		5.1	
95th Percentile	1.3		3.1		3.1		4.2	
# of Portfolios	215		215		214		205	
● Goldman Sachs Core Plus	2.3	(25)	6.0	(13)	5.5	(11)	6.3	(27)
▲ Barclays Aggregate	2.0	(58)	4.4	(71)	3.7	(84)	4.9	(83)

Goldman Sachs Core Plus Characteristics History

	Portfolio Q2-14	Index Q2-14
Yield to Maturity	1.9%	2.2%
Avg. Eff. Maturity	8.6 yrs.	7.7 yrs.
Avg. Duration	5.2 yrs.	5.6 yrs.
Avg. Quality	A	--

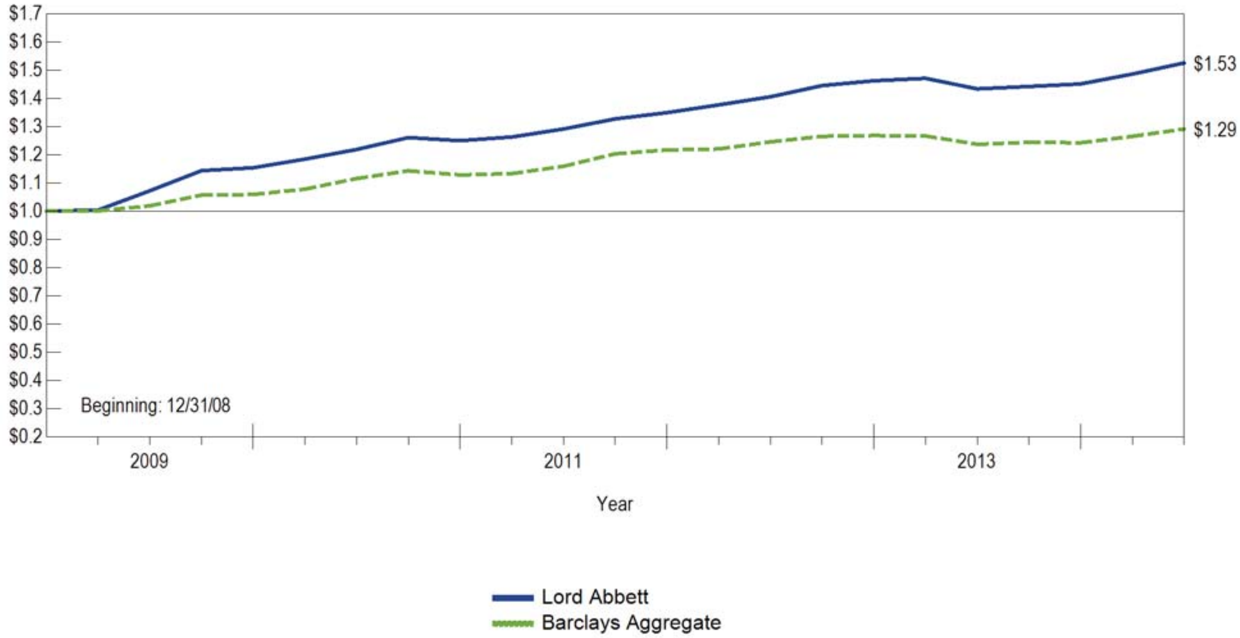
Goldman Sachs Core Plus Sector Distribution History

	Portfolio Q2-14	Index Q2-14
UST/Agency	17.3%	45.4%
Corporate	25.0%	23.3%
MBS	59.5%	30.8%
ABS	5.9%	0.5%
Foreign	3.0%	--
Muni	1.4%	--
Other	-12.1%	--

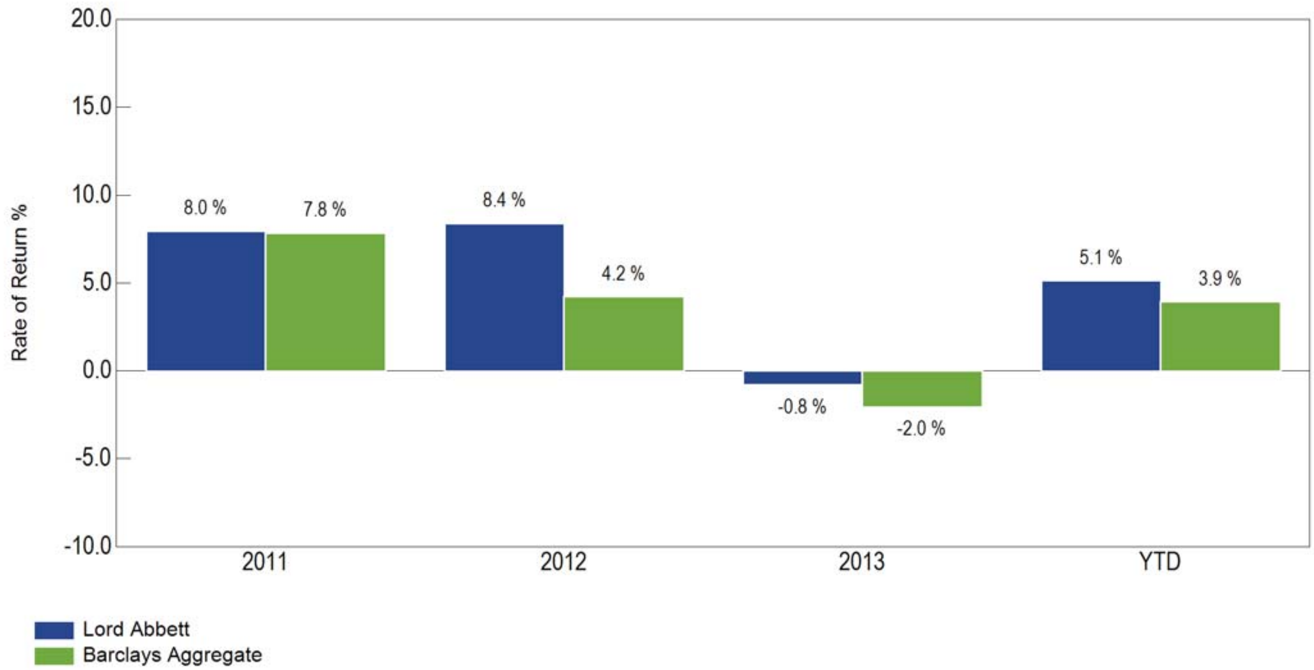
Goldman Sachs Core Plus Quality Distribution History

	Portfolio Q2-14	Index Q2-14
AAA	2.8%	71.4%
AA	65.7%	5.0%
A	8.5%	11.5%
BBB	20.9%	12.0%
BB and Below	1.6%	0.0%
Not Rated	0.4%	--

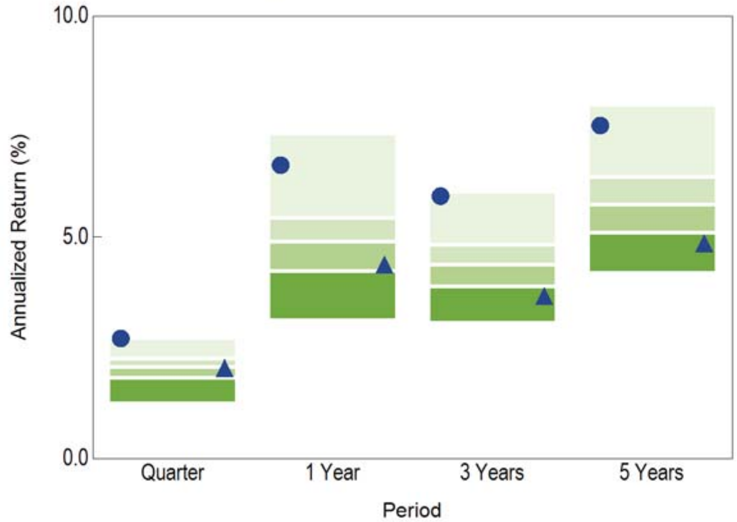
Cumulative Value of $1
(Net of Fees)



Annual Returns - Net of Fees
Ending June 30, 2014



eA US Core Fixed Inc Gross Accounts
Ending June 30, 2014



	Quarter		1 Year		3 Years		5 Years	
	Return (Rank)							
5th Percentile	2.7		7.3		6.0		8.0	
25th Percentile	2.2		5.4		4.8		6.4	
Median	2.1		4.9		4.4		5.7	
75th Percentile	1.8		4.2		3.9		5.1	
95th Percentile	1.3		3.1		3.1		4.2	
# of Portfolios	215		215		214		205	
● Lord Abbett	2.7	(6)	6.6	(9)	5.9	(6)	7.5	(9)
▲ Barclays Aggregate	2.0	(58)	4.4	(71)	3.7	(84)	4.9	(83)

Lord Abbett Characteristics History

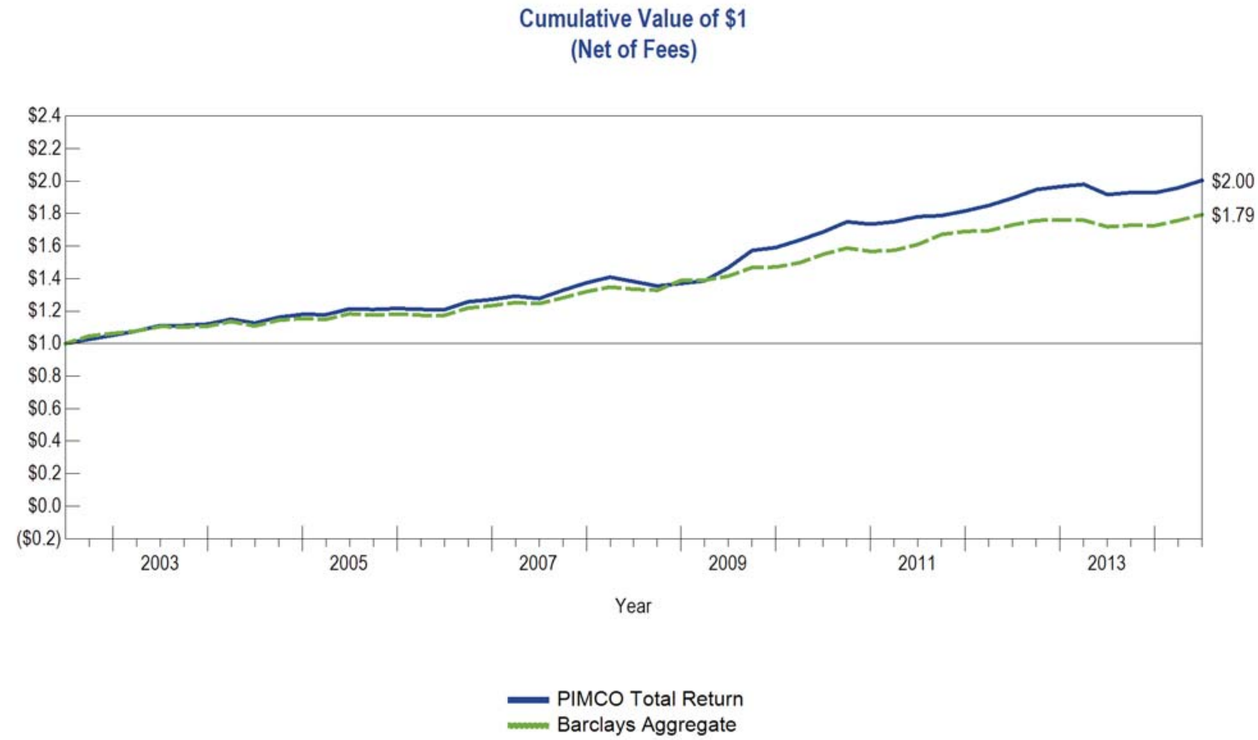
	Portfolio	Index
	Q2-14	Q2-14
Yield to Maturity	2.9%	2.2%
Avg. Eff. Maturity	7.3 yrs.	7.7 yrs.
Eff. Duration	5.2 yrs.	5.6 yrs.
Avg. Quality	AA	--

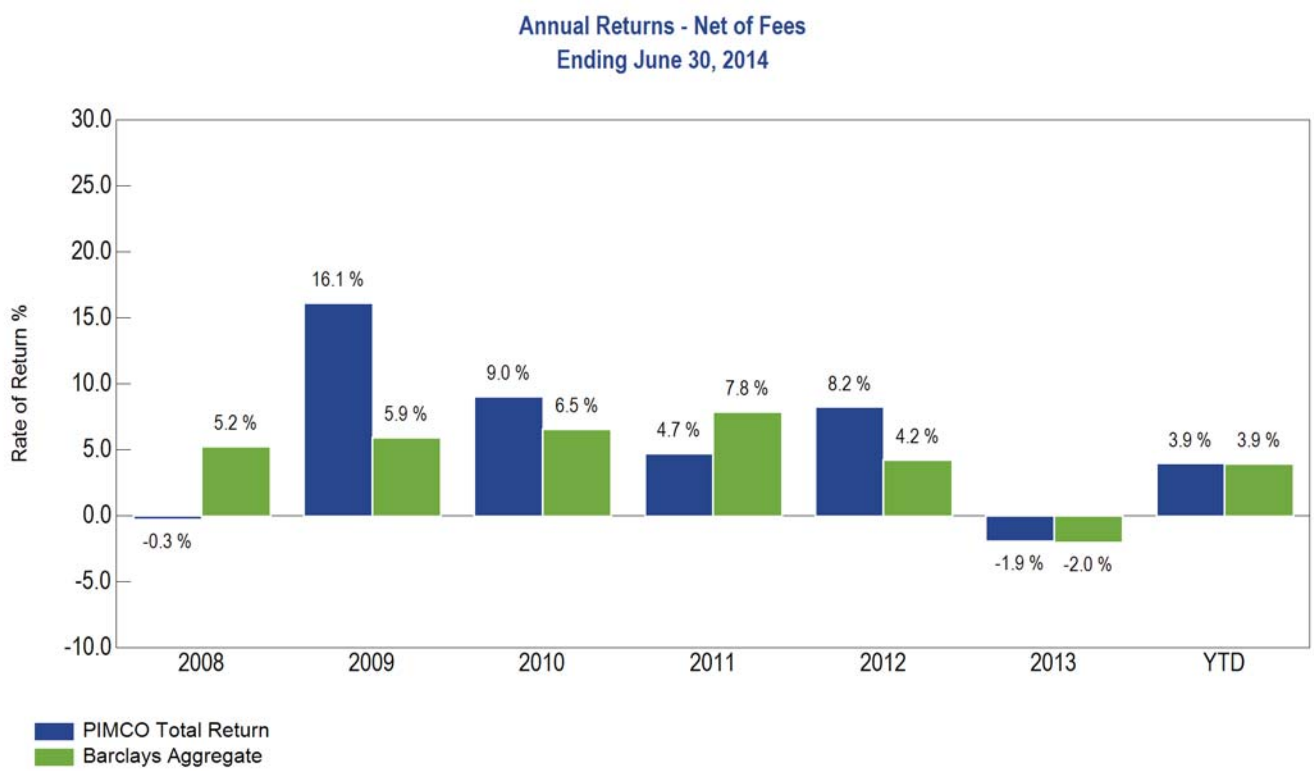
Lord Abbett Sector Distribution History

	Portfolio	Index
	Q2-14	Q2-14
UST/Agency	39.7%	45.4%
Corporate	33.0%	23.3%
MBS	19.1%	30.8%
ABS	18.8%	0.5%
Foreign	3.2%	--
Cash	-13.8%	--

Lord Abbett Quality Distribution History

	Portfolio	Index
Govt/Agency	51.6%	
AAA	11.4%	71.4%
AA	2.0%	5.0%
A	4.1%	11.5%
BBB	21.5%	12.0%
BB and Below	9.4%	0.0%
Not Rated	0.1%	--

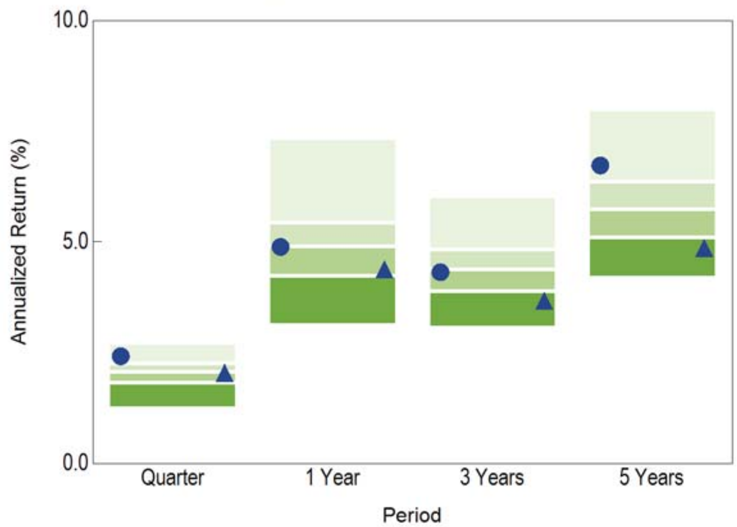

Cumulative Value of $1
(Net of Fees)
$2.4
$2.2
$2.0
$1.8
$1.6
$1.4
$1.2
$1.0
$0.8
$0.6
$0.4
$0.2
$0.0
($0.2)
$2.00
$1.79
2003
2005
2007
2009
2011
2013
Year
PIMCO Total Return
Barclays Aggregate


Annual Returns - Net of Fees
Ending June 30, 2014
Rate of Return %
30.0
25.0
20.0
15.0
10.0
5.0
0.0
-5.0
-10.0
-0.3 %
5.2 %
16.1 %
5.9 %
9.0 %
6.5 %
4.7 %
7.8 %
8.2 %
4.2 %
-1.9 %
-2.0 %
3.9 %
3.9 %
2008
2009
2010
2011
2012
2013
YTD
PIMCO Total Return
Barclays Aggregate

PIMCO Total Return

$340.0 Million and 5.1% of Fund

eA US Core Fixed Inc Gross Accounts
Ending June 30, 2014



	Return (Rank)							
5th Percentile	2.7		7.3		6.0		8.0	
25th Percentile	2.2		5.4		4.8		6.4	
Median	2.1		4.9		4.4		5.7	
75th Percentile	1.8		4.2		3.9		5.1	
95th Percentile	1.3		3.1		3.1		4.2	
# of Portfolios	215		215		214		205	
● PIMCO Total Return	2.4	(13)	4.9	(52)	4.3	(56)	6.7	(18)
▲ Barclays Aggregate	2.0	(58)	4.4	(71)	3.7	(84)	4.9	(83)

PIMCO Total Return Characteristics History

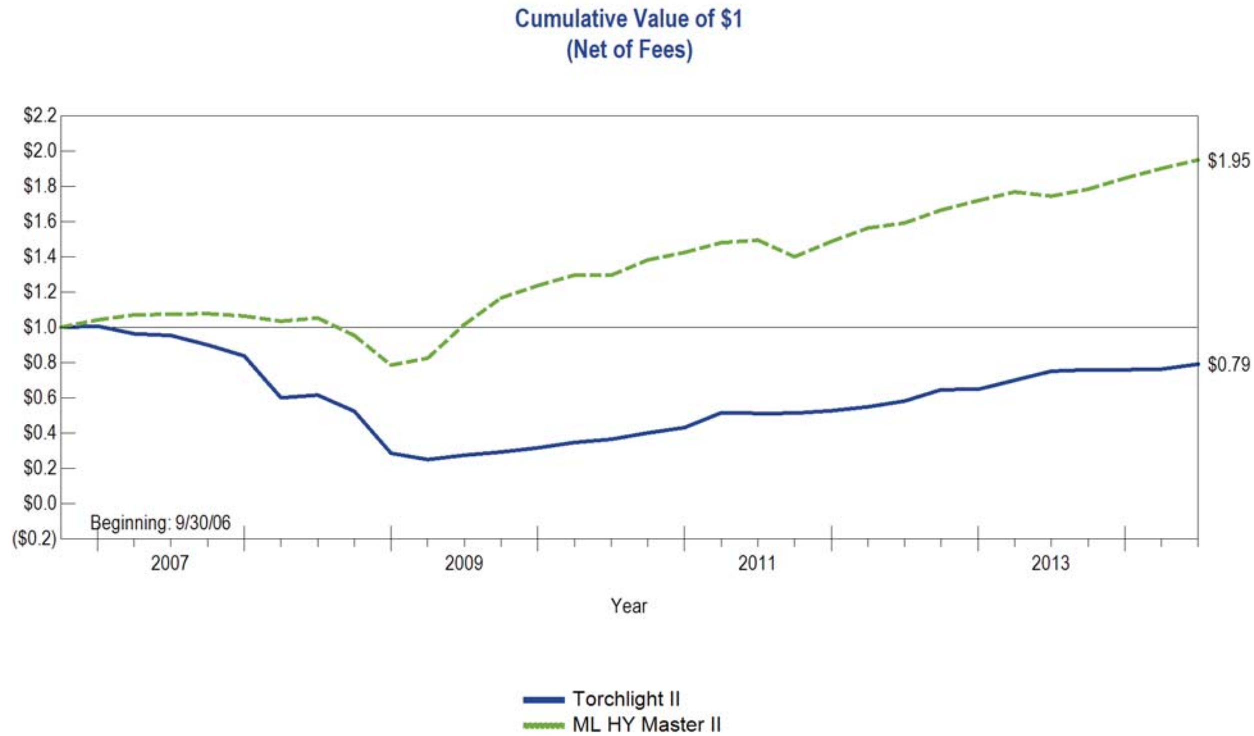
	Portfolio	Index
	Q2-14	Q2-14
Yield to Maturity	3.1%	2.2%
Eff. Duration	5.3	5.6
Avg. Quality	AA	AA

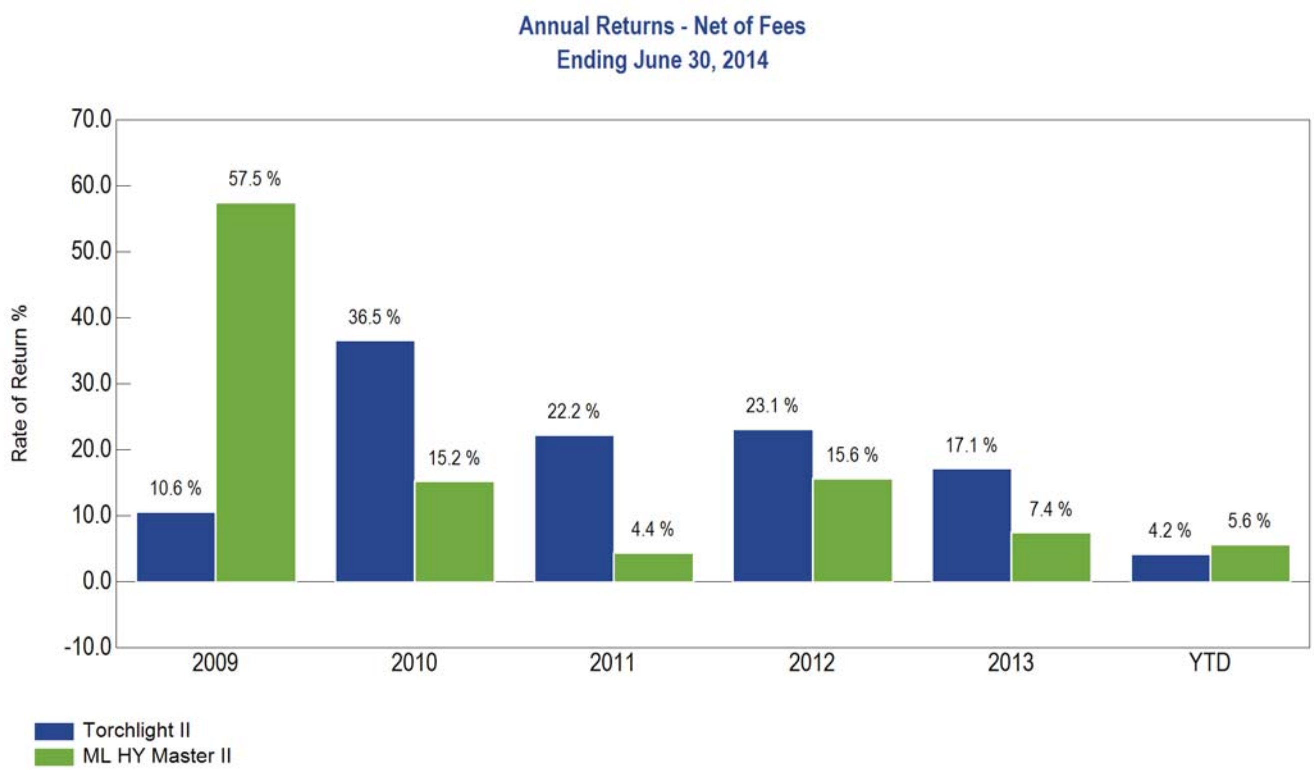
PIMCO Total Return Sector Distribution History

	Portfolio	Index
	Q2-14	Q2-14
UST/Agency	44.2%	45.4%
Corporate	14.2%	23.3%
MBS	27.6%	30.8%
ABS	1.6%	0.5%
Foreign	12.2%	--
Cash	0.2%	--

PIMCO Total Return Quality Distribution History

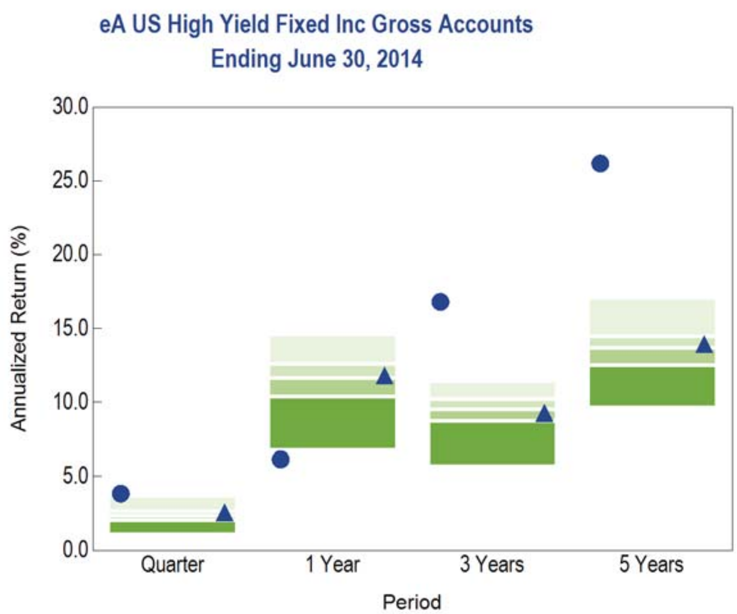
	Portfolio	Index
	Q2-14	Q2-14
AAA	76.9%	71.4%
AA	25.8%	5.0%
A	8.4%	11.5%
BBB	13.8%	12.0%
BB and Below	4.5%	0.0%
Not Rated	--	--


Cumulative Value of $1
(Net of Fees)
$2.2
$2.0
$1.8
$1.6
$1.4
$1.2
$1.0
$0.8
$0.6
$0.4
$0.2
$0.0
($0.2)
Beginning: 9/30/06
$1.95
$0.79
2007
2009
2011
2013
Year
Torchlight II
ML HY Master II


Annual Returns - Net of Fees
Ending June 30, 2014
Rate of Return %
70.0
60.0
50.0
40.0
30.0
20.0
10.0
0.0
-10.0
10.6 %
57.5 %
36.5 %
15.2 %
22.2 %
4.4 %
23.1 %
15.6 %
17.1 %
7.4 %
4.2 %
5.6 %
2009
2010
2011
2012
2013
YTD
Torchlight II
ML HY Master II

Torchlight II

$79.2 Million and 1.2% of Fund



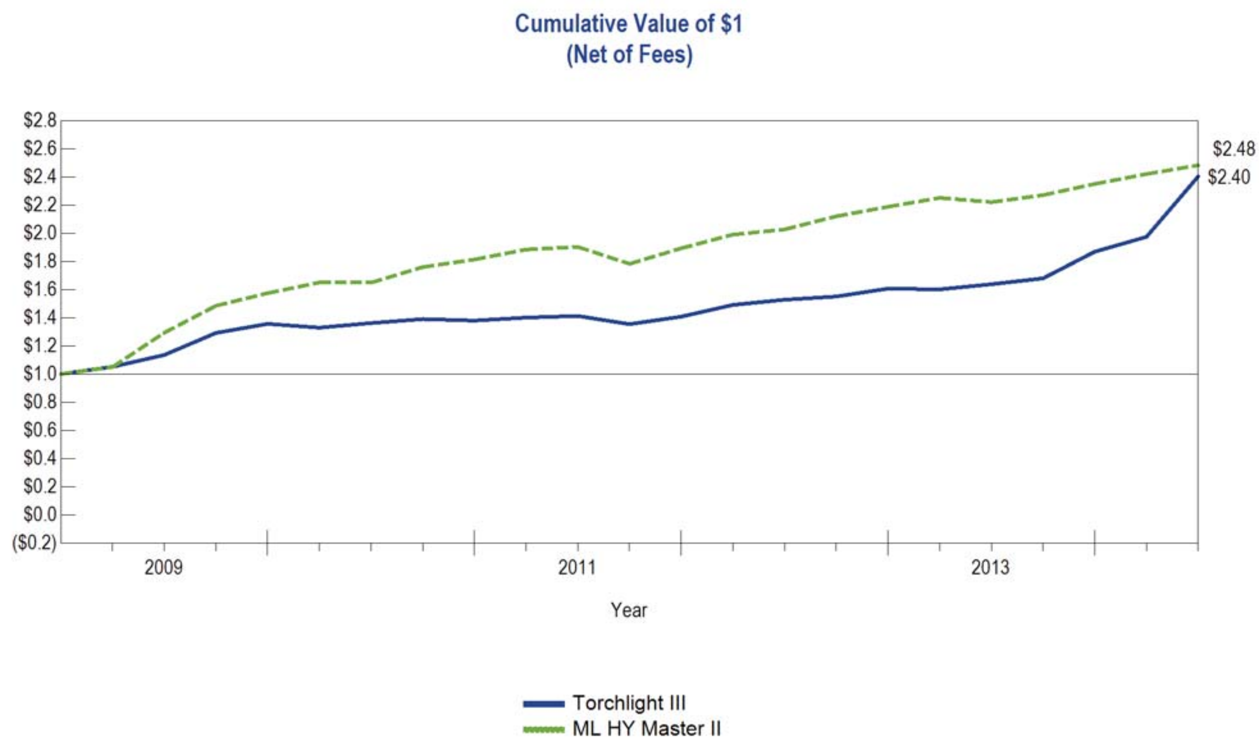
	Return (Rank)							
5th Percentile	3.7		14.6		11.4		17.0	
25th Percentile	2.7		12.6		10.2		14.5	
Median	2.4		11.7		9.5		13.7	
75th Percentile	2.1		10.4		8.7		12.5	
95th Percentile	1.1		6.8		5.7		9.6	
# of Portfolios	141		141		127		115	
● **Torchlight II**	3.8	(5)	6.1	(97)	16.8	(1)	26.2	(1)
▲ **ML HY Master II**	2.6	(32)	11.8	(46)	9.3	(61)	13.9	(42)

Torchlight II Characteristics

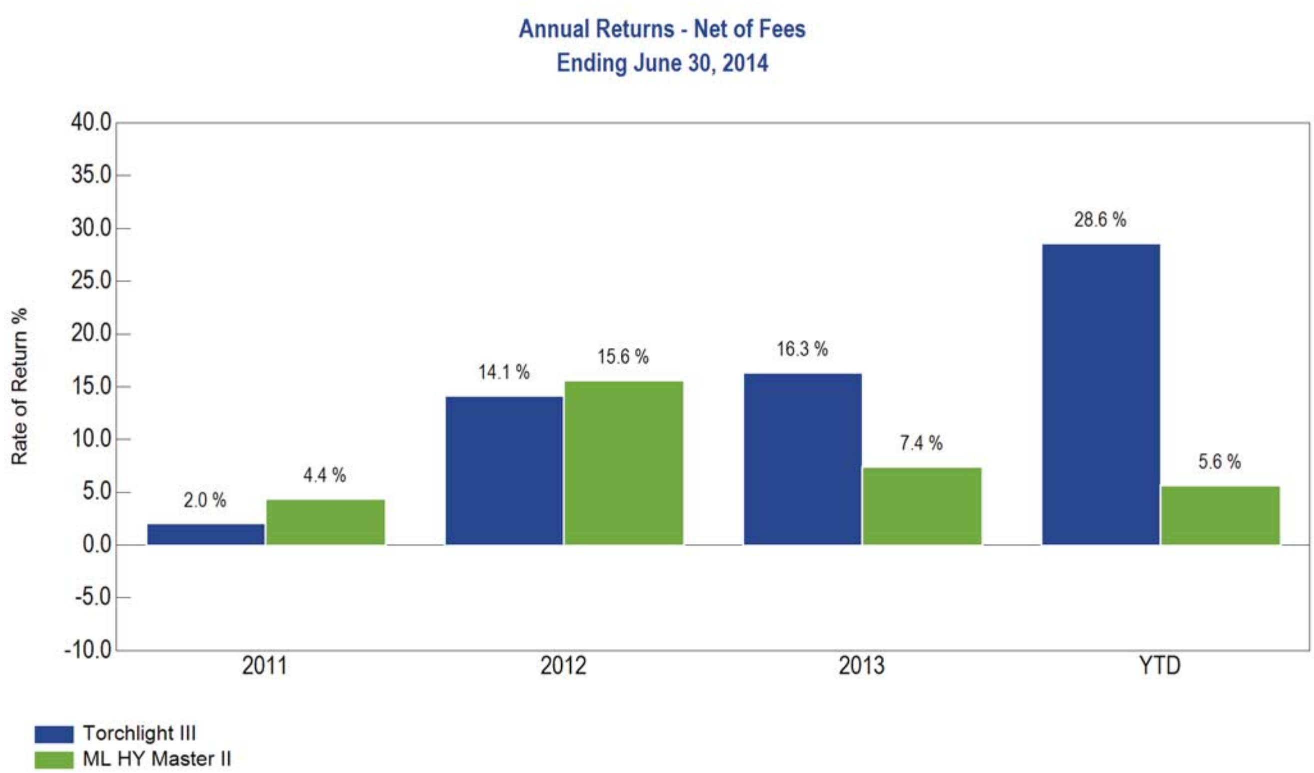
	Q2-14
Yield to Maturity	16.2%
Avg. Eff. Maturity	2.8
Eff. Duration	2.5
Avg. Quality	B+

Torchlight II Quality Distribution

	Q2-14
AAA	--
AA	9.7
A	1.6
BBB	14.0
BB and Below	9.2
Not Rated	61.0



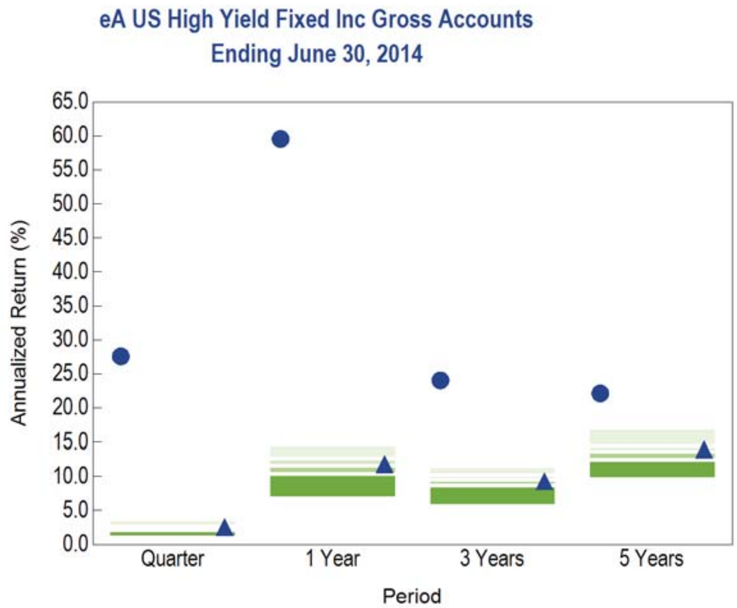
Cumulative Value of $1
(Net of Fees)
$2.8
$2.6
$2.4
$2.2
$2.0
$1.8
$1.6
$1.4
$1.2
$1.0
$0.8
$0.6
$0.4
$0.2
$0.0
($0.2)
2009
2011
2013
Year
$2.48
$2.40
Torchlight III
ML HY Master II



Annual Returns - Net of Fees
Ending June 30, 2014
Rate of Return %
40.0
35.0
30.0
25.0
20.0
15.0
10.0
5.0
0.0
-5.0
-10.0
2.0 %
4.4 %
14.1 %
15.6 %
16.3 %
7.4 %
28.6 %
5.6 %
2011
2012
2013
YTD
Torchlight III
ML HY Master II

Torchlight III

$16.3 Million and 0.2% of Fund



	Return (Rank)							
5th Percentile	3.7		14.6		11.4		17.0	
25th Percentile	2.7		12.6		10.2		14.5	
Median	2.4		11.7		9.5		13.7	
75th Percentile	2.1		10.4		8.7		12.5	
95th Percentile	1.1		6.8		5.7		9.6	
# of Portfolios	141		141		127		115	
● Torchlight III	27.6	(1)	59.6	(1)	24.0	(1)	22.1	(1)
▲ ML HY Master II	2.6	(32)	11.8	(46)	9.3	(61)	13.9	(42)

Torchlight III Characteristics

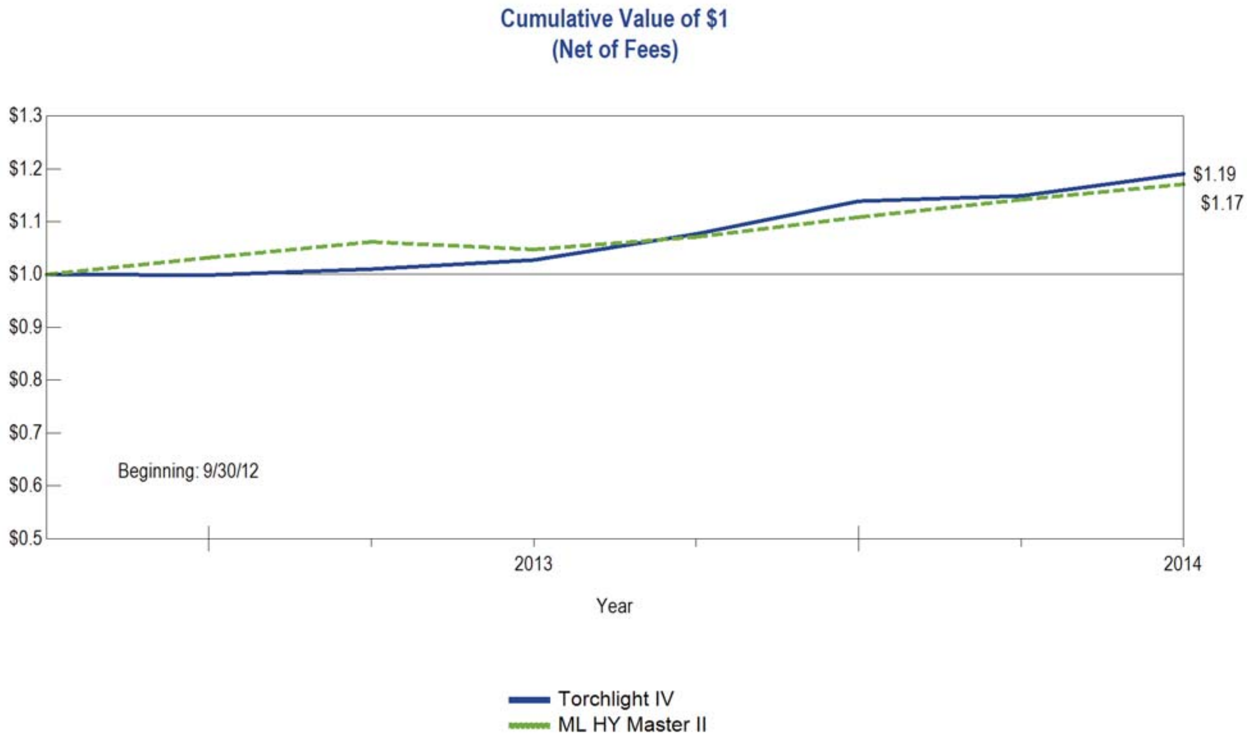
	Q2-14
Yield to Maturity	23.2%
Avg. Eff. Maturity	3.9
Avg. Duration	3.3
Avg. Quality	B-

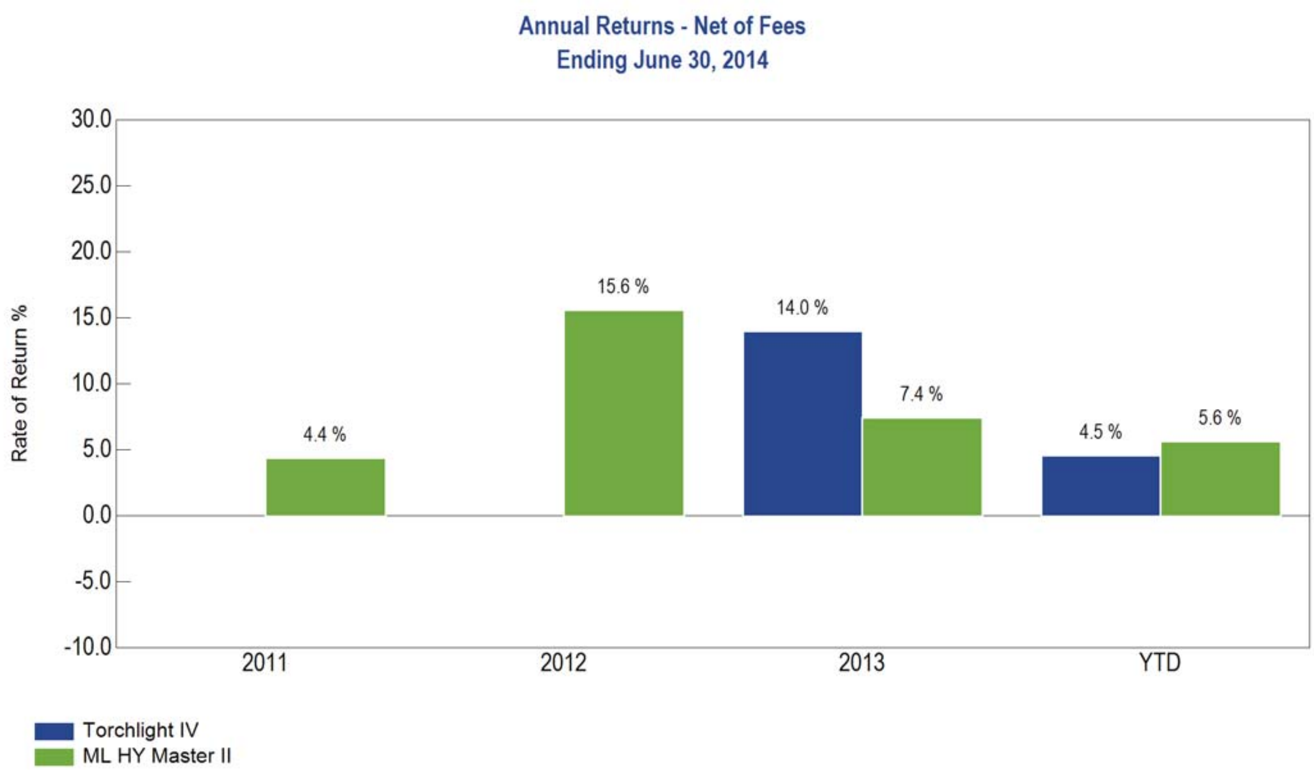
Torchlight III Quality Distribution

	Q2-14
AAA	11.1
AA	--
A	--
BBB	10.0
BB and Below	42.2
Not Rated	36.7

Torchlight IV

$43.5 Million and 0.6% of Fund

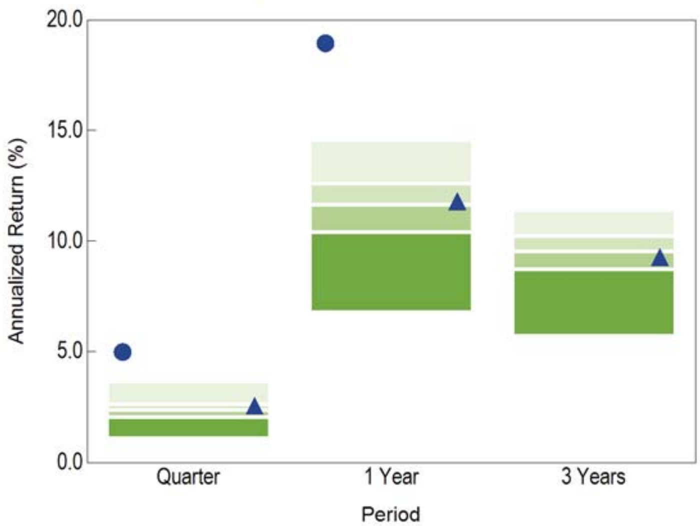




Torchlight IV

$43.5 Million and 0.6% of Fund

eA US High Yield Fixed Inc Gross Accounts Ending June 30, 2014



	Return (Rank)					
5th Percentile	3.7		14.6		11.4	
25th Percentile	2.7		12.6		10.2	
Median	2.4		11.7		9.5	
75th Percentile	2.1		10.4		8.7	
95th Percentile	1.1		6.8		5.7	
# of Portfolios	141		141		127	
● Torchlight IV	5.0	(1)	18.9	(1)	--	(--)
▲ ML HY Master II	2.6	(32)	11.8	(46)	9.3	(61)

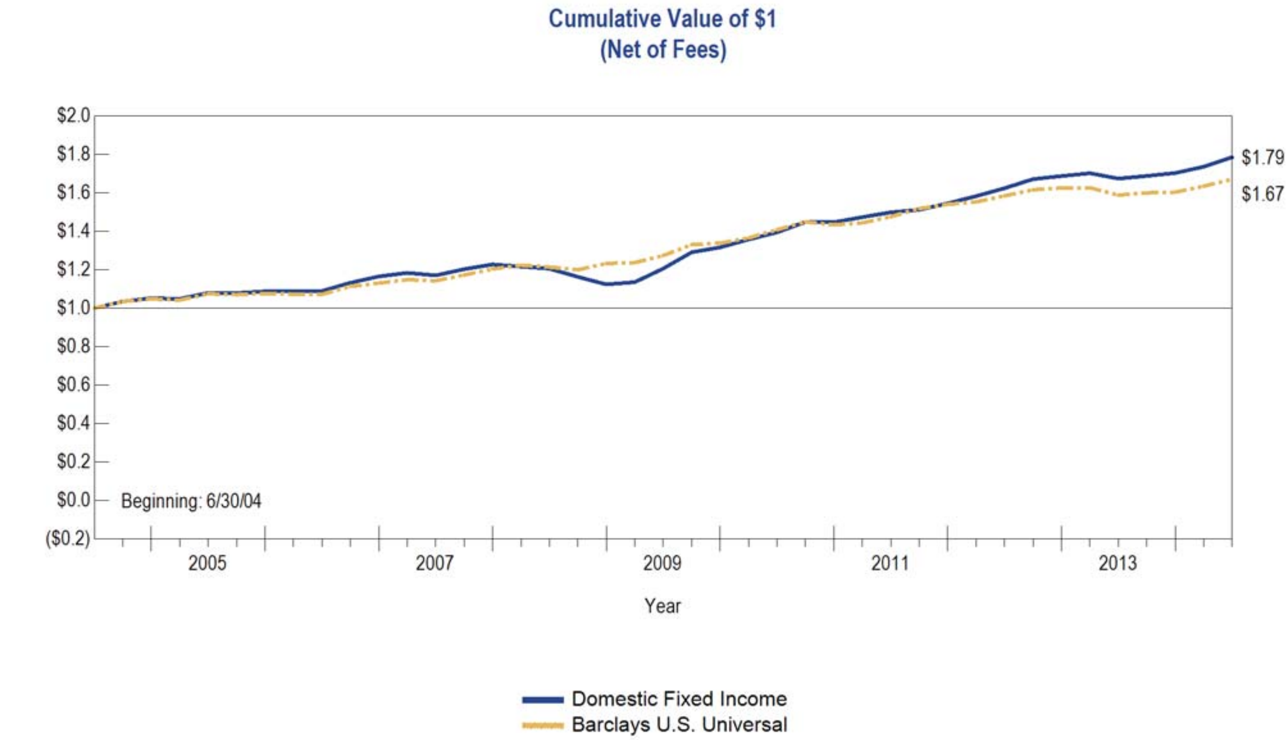
Torchlight IV Characteristics

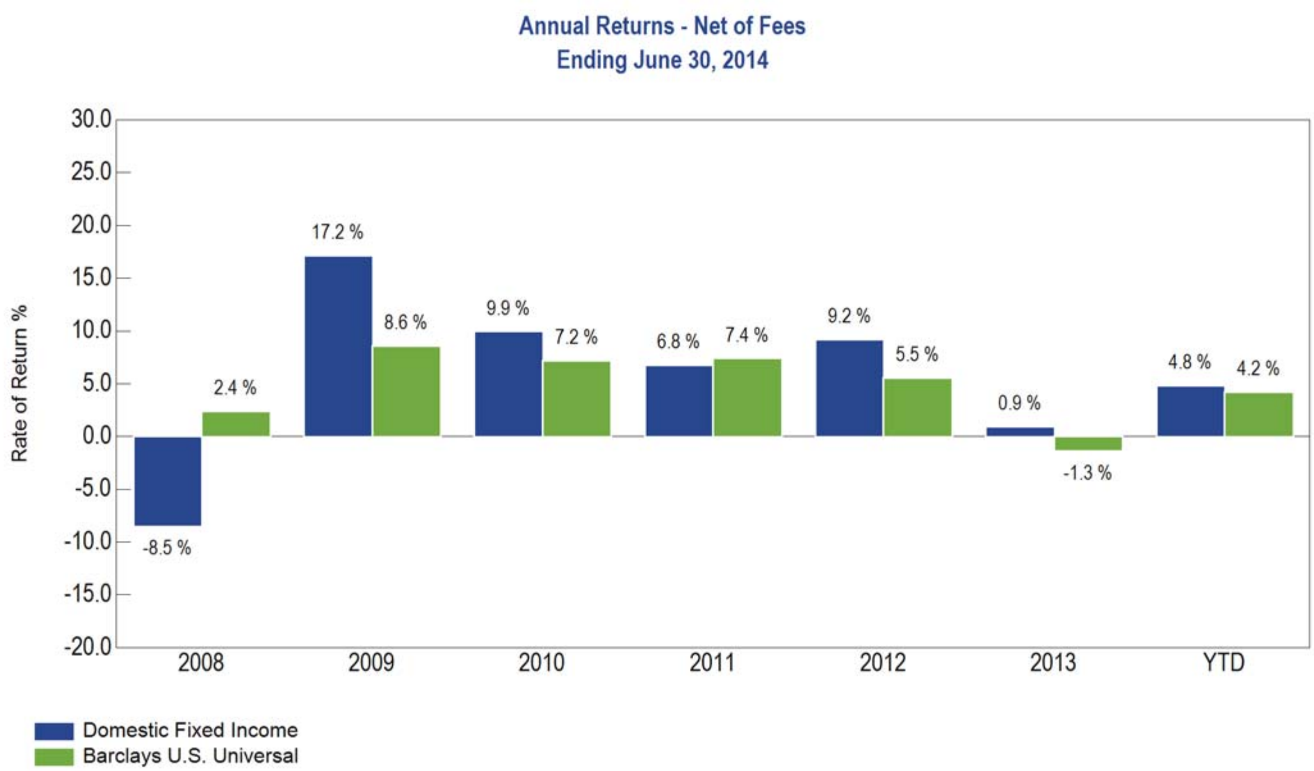
	Q2-14
Yield to Maturity	16.0%
Avg. Eff. Maturity	4.1
Avg. Duration	2.5
Avg. Quality	B

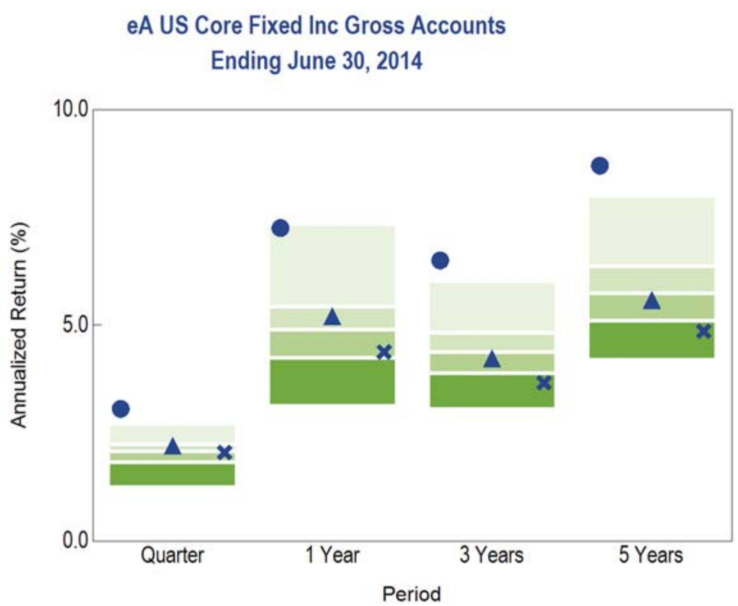
Torchlight IV Quality Distribution

	Q2-14
AAA	13.9
AA	--
A	--
BBB	--
BB and Below	23.6
Not Rated	62.5

$1,263.9 Million and 18.8% of Fund





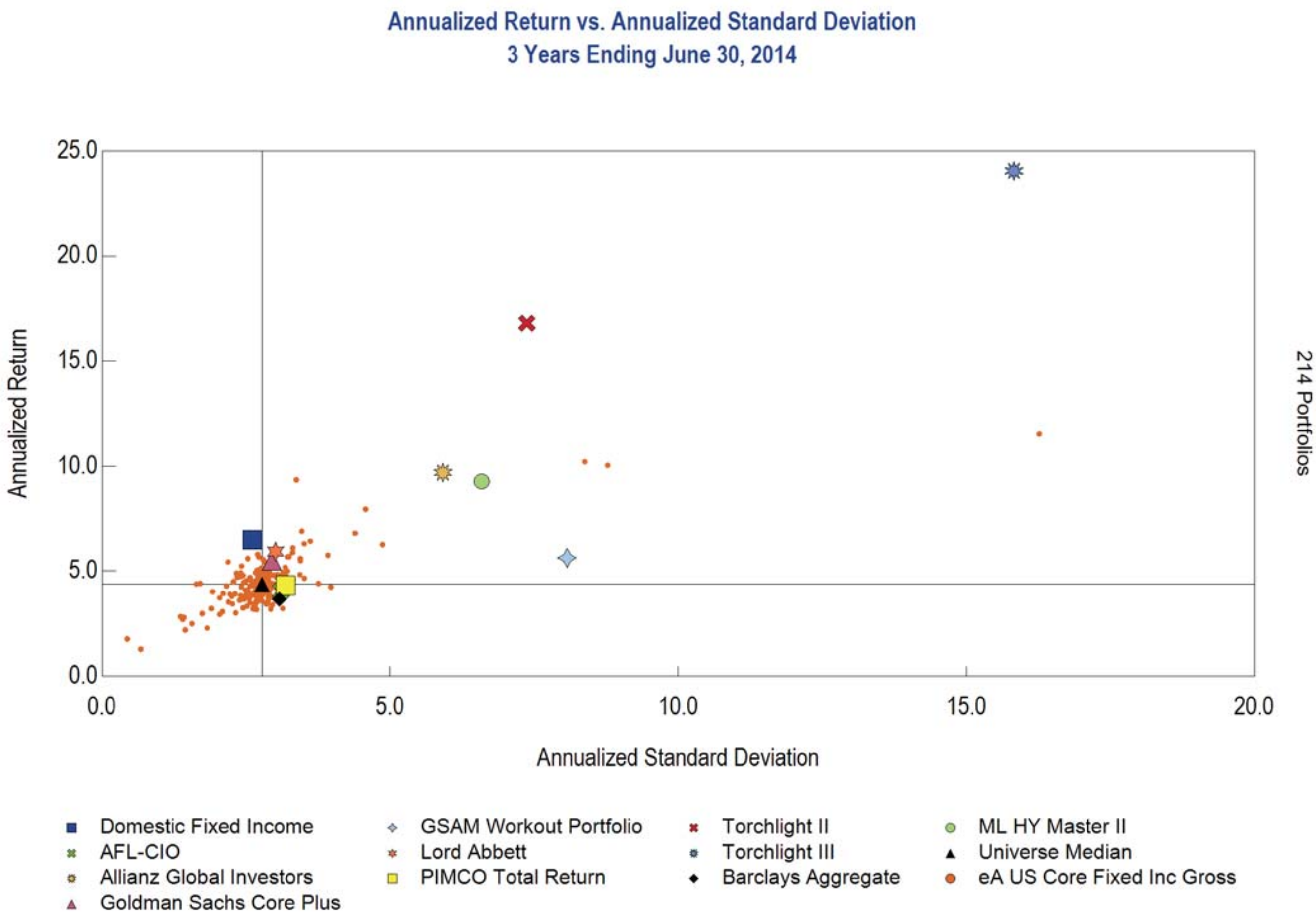


	Return (Rank)							
5th Percentile	2.7		7.3		6.0		8.0	
25th Percentile	2.2		5.4		4.8		6.4	
Median	2.1		4.9		4.4		5.7	
75th Percentile	1.8		4.2		3.9		5.1	
95th Percentile	1.3		3.1		3.1		4.2	
# of Portfolios	215		215		214		205	
● Domestic Fixed Income	3.1	(4)	7.3	(6)	6.5	(4)	8.7	(2)
▲ Barclays U.S. Universal	2.2	(38)	5.2	(37)	4.2	(59)	5.6	(59)
× Barclays Aggregate	2.0	(58)	4.4	(71)	3.7	(84)	4.9	(83)

Portfolio Characteristics	Total Fixed	Barclays Universal
Yield to Maturity (%)	3.9 %	2.5 %
Duration (yrs)	4.7	5.4

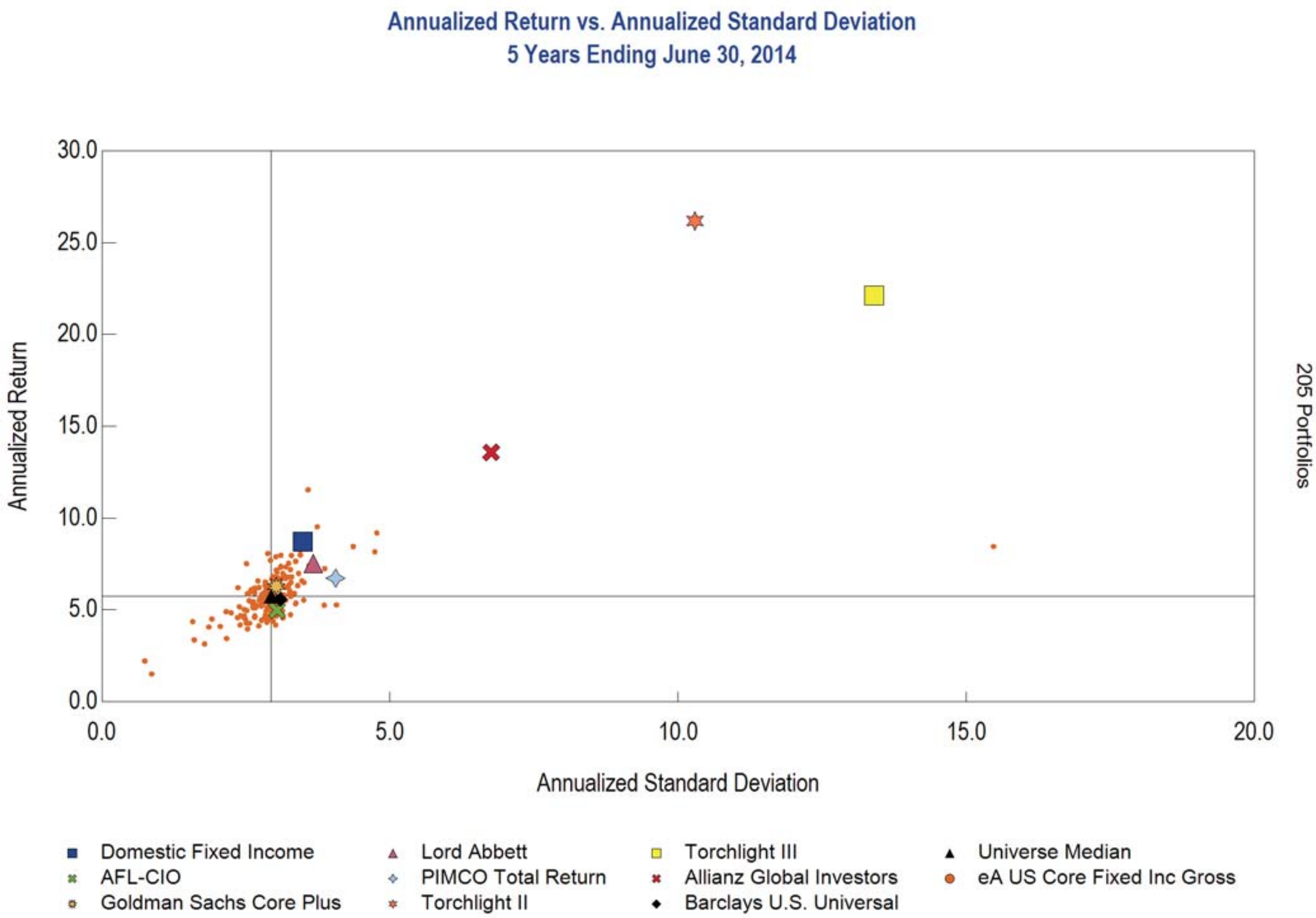
Sectors	Total Fixed	Universal
Treasury/Agency	30 %	42 %
Mortgages	36	27
Corporates	17	31
Asset-Backed	2	0
CMBS	1	0
International	10	0
Emerging Markets	2	0
Other	4	0
Cash	-2	0

Quality	Total Fixed	Universal
Govt/Agency	28 %	0 %
AAA	30	61
AA	13	5
A	10	12
BBB	14	14
BB	2	4
Less than BB	4	5
Not Rated	0	0
Other	5	0



Risk vs. Return for 3 Years Ending June 30, 2014

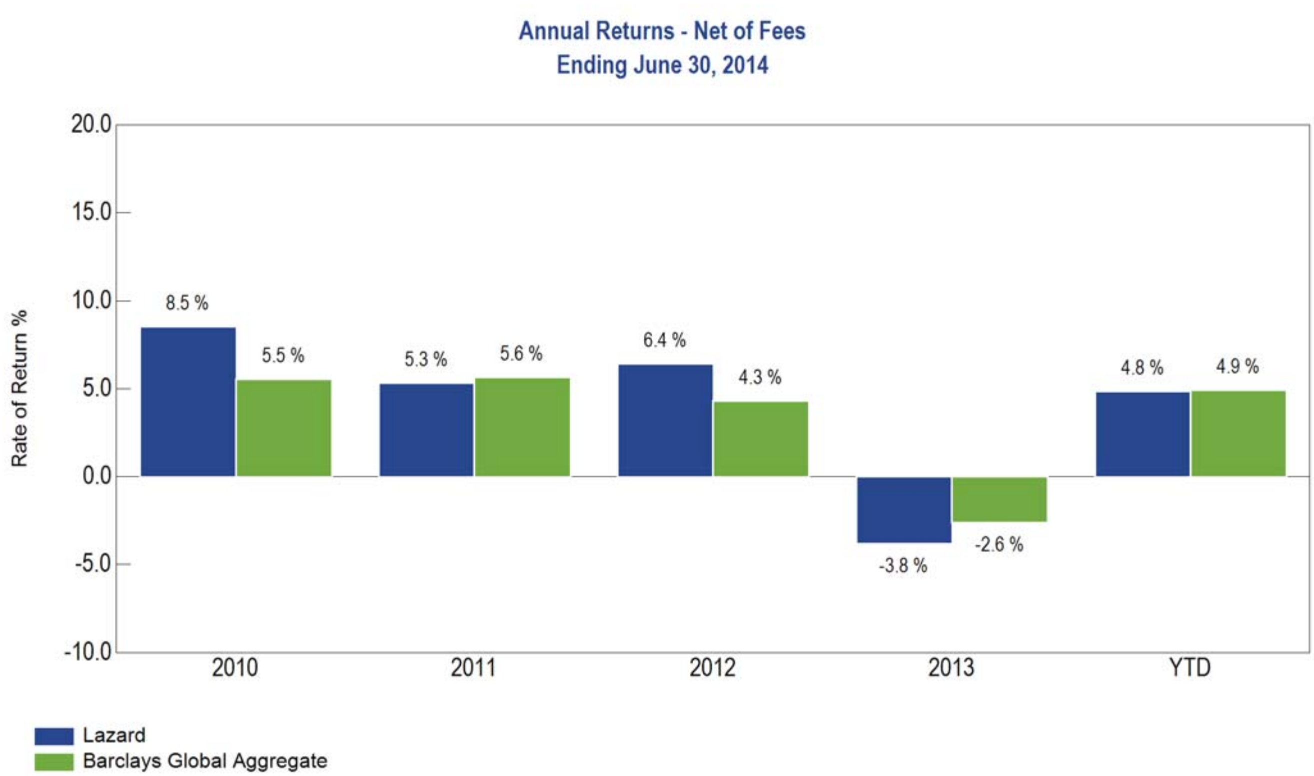
Rank within eA US Core Fixed Inc Gross	Annualized Return	Standard Deviation
Domestic Fixed Income	6.5%	2.6%
AFL-CIO	4.0%	3.1%
Allianz Global Investors	9.7%	5.9%
Goldman Sachs Core Plus	5.5%	2.9%
GSAM Workout Portfolio	5.6%	8.1%
Lord Abbett	5.9%	3.0%
PIMCO Total Return	4.3%	3.2%
Torchlight II	16.8%	7.4%
Torchlight III	24.0%	15.8%
Barclays Aggregate	3.7%	3.1%
ML HY Master II	9.3%	6.6%
Median for this Universe	4.4%	2.8%



Risk vs. Return for 5 Years Ending June 30, 2014

Rank within eA US Core Fixed Inc Gross	Annualized Return	Standard Deviation
Domestic Fixed Income	8.7%	3.5%
AFL-CIO	5.0%	3.0%
Goldman Sachs Core Plus	6.3%	3.0%
Lord Abbett	7.5%	3.7%
PIMCO Total Return	6.7%	4.1%
Torchlight II	26.2%	10.3%
Torchlight III	22.1%	13.4%
Allianz Global Investors	13.6%	6.8%
Barclays U.S. Universal	5.6%	3.1%
Median for this Universe	5.7%	2.9%

Cumulative Value of $1
(Net of Fees)
$1.5
$1.4
$1.3
$1.2
$1.1
$1.0
$0.9
$0.8
$0.7
$0.6
$0.5
$0.4
Beginning: 12/31/07
$1.35
$1.33
2008
2010
2012
2014
Year
Lazard
Barclays Global Aggregate

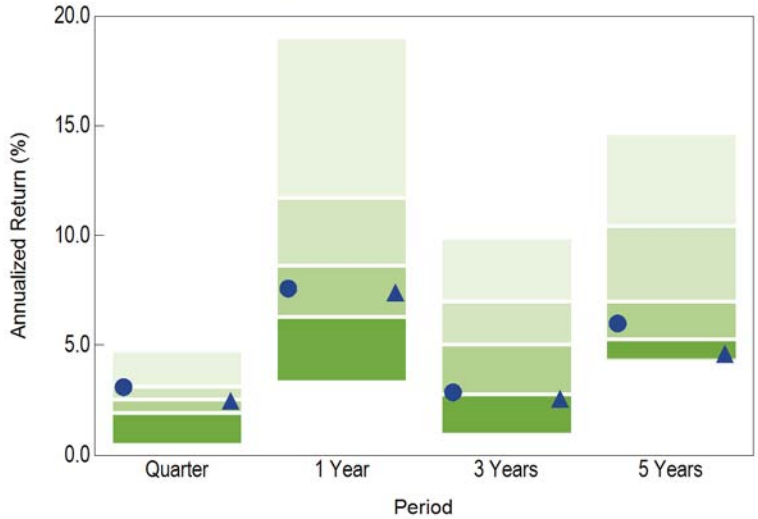


Annual Returns - Net of Fees
Ending June 30, 2014
Rate of Return %
20.0
15.0
10.0
5.0
0.0
-5.0
-10.0
8.5 %
5.5 %
5.3 %
5.6 %
6.4 %
4.3 %
-3.8 %
-2.6 %
4.8 %
4.9 %
2010
2011
2012
2013
YTD
Lazard
Barclays Global Aggregate

Global Fixed Income

$273.6 Million and 4.1% of Fund

eA All Global Fixed Inc Gross Accounts
Ending June 30, 2014



	Return (Rank)							
5th Percentile	4.8		19.0		9.9		14.7	
25th Percentile	3.2		11.7		7.0		10.5	
Median	2.6		8.6		5.0		7.0	
75th Percentile	1.9		6.3		2.8		5.3	
95th Percentile	0.5		3.3		1.0		4.3	
# of Portfolios	249		247		224		177	
● Lazard	3.1	(28)	7.6	(66)	2.9	(74)	6.0	(65)
▲ Barclays Global Aggregate	2.5	(56)	7.4	(67)	2.6	(80)	4.6	(93)

Lazard Characteristics History

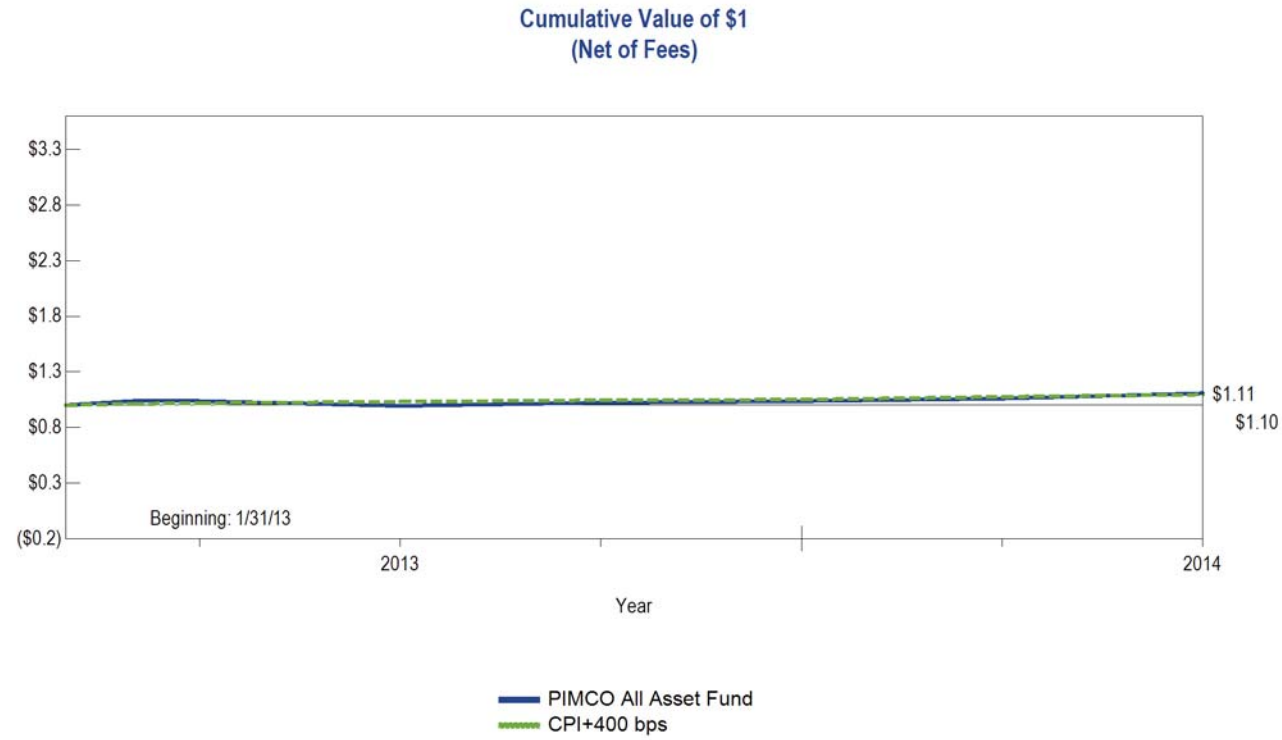
	Portfolio Q2-14	Index Q2-14
Yield to Maturity	3.0%	1.8%
Avg. Eff. Maturity	6.9 yrs.	8.2 yrs.
Eff. Duration	5.5 yrs.	6.4 yrs.
Avg. Quality	A	AA+

Lazard Sector Distribution History

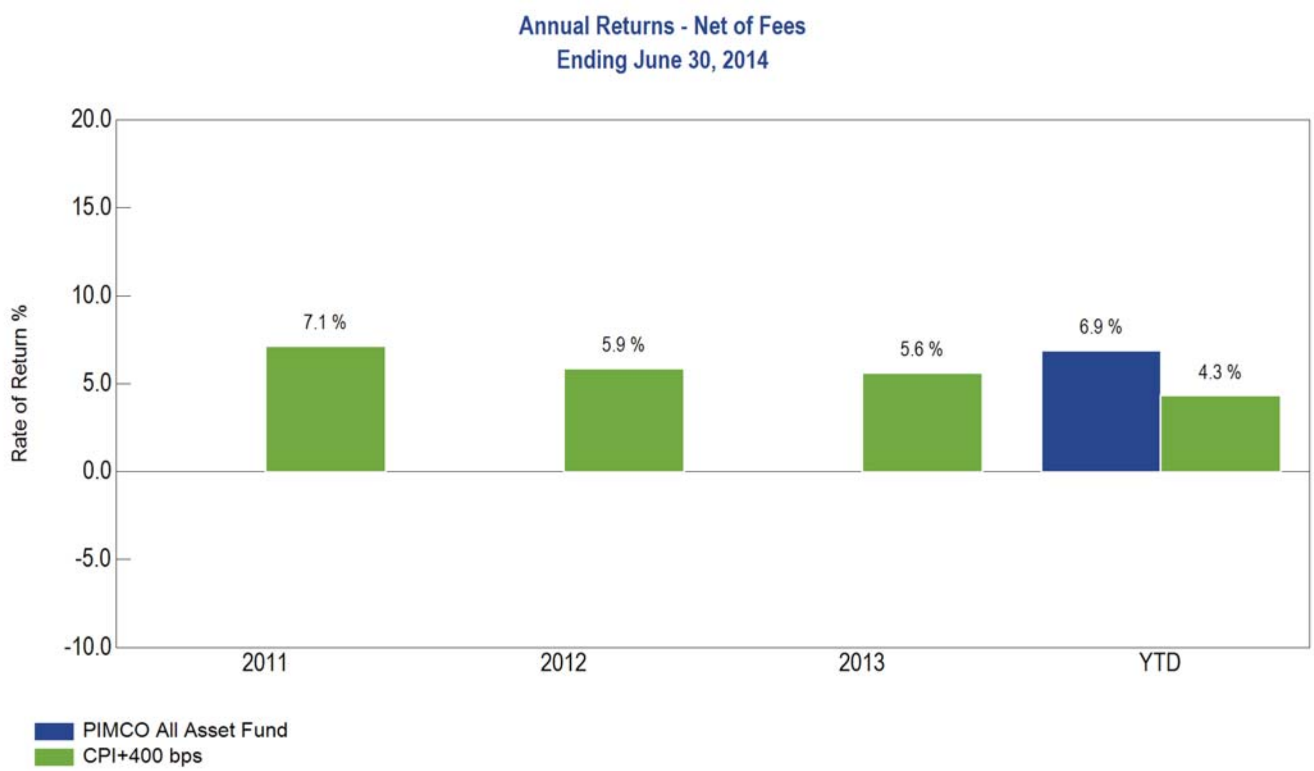
	Portfolio Q2-14	Index Q2-14
Govt/Soverign	36.3%	58.1%
Corporate	21.9%	17.0%
MBS	--	15.2%
Agency	22.1%	9.7%
EM	10.8%	--
Muni	3.0%	--
High Yield	5.9%	--

Lazard Quality Distribution History

	Portfolio	Index
Govt/Agency	--	16.3%
AAA	13.0%	23.7%
AA	29.7%	32.9%
A	28.8%	10.8%
BBB	21.9%	16.4%
BB and Below	6.7%	0.0%
Not Rated	--	--



Cumulative Value of $1
(Net of Fees)
$3.3
$2.8
$2.3
$1.8
$1.3
$0.8
$0.3
($0.2)
$1.11
$1.10
Beginning: 1/31/13
2013
2014
Year
PIMCO All Asset Fund
CPI+400 bps



Annual Returns - Net of Fees
Ending June 30, 2014
20.0
15.0
10.0
5.0
0.0
-5.0
-10.0
Rate of Return %
7.1 %
5.9 %
5.6 %
6.9 %
4.3 %
2011
2012
2013
YTD
PIMCO All Asset Fund
CPI+400 bps

PIMCO All Asset Fund

$118.7 Million and 1.8% of Fund

	Ending June 30, 2014				
	3 Mo	YTD	1 Yr	3 Yrs	5 Yrs
PIMCO All Asset Fund	4.7%	7.4%	12.4%	--	--
CPI+400 bps	*1.9%*	*4.3%*	*6.2%*	*6.0%*	*6.2%*

Top Holdings as of 03/31/2014

PIMCO INCOME INSTL	10.47%
PIMCO EM FDMTL INDEXPLUS AR STRAT INSTL	7.33%
PIMCO EMERGING LOCAL BOND INSTL	7.27%
PIMCO EMERGING MARKETS CURRENCY INSTL	7.22%
PIMCO HIGH YIELD INSTL	4.61%
PIMCO HIGH YIELD SPECTRUM INSTL	4.48%
PIMCO WLDWD FDMTL ADVTG AR STRAT INSTL	4.41%
PIMCO LONG-TERM CREDIT INSTITUTIONAL	4.11%
PIMCO INTL FDMTL IDXPLUS® AR STRAT INSTL	4.01%
PIMCO EMG INTL LOWVOL RAFI®-PLUS AR INST	3.97%

Top Countries as of 03/31/2014

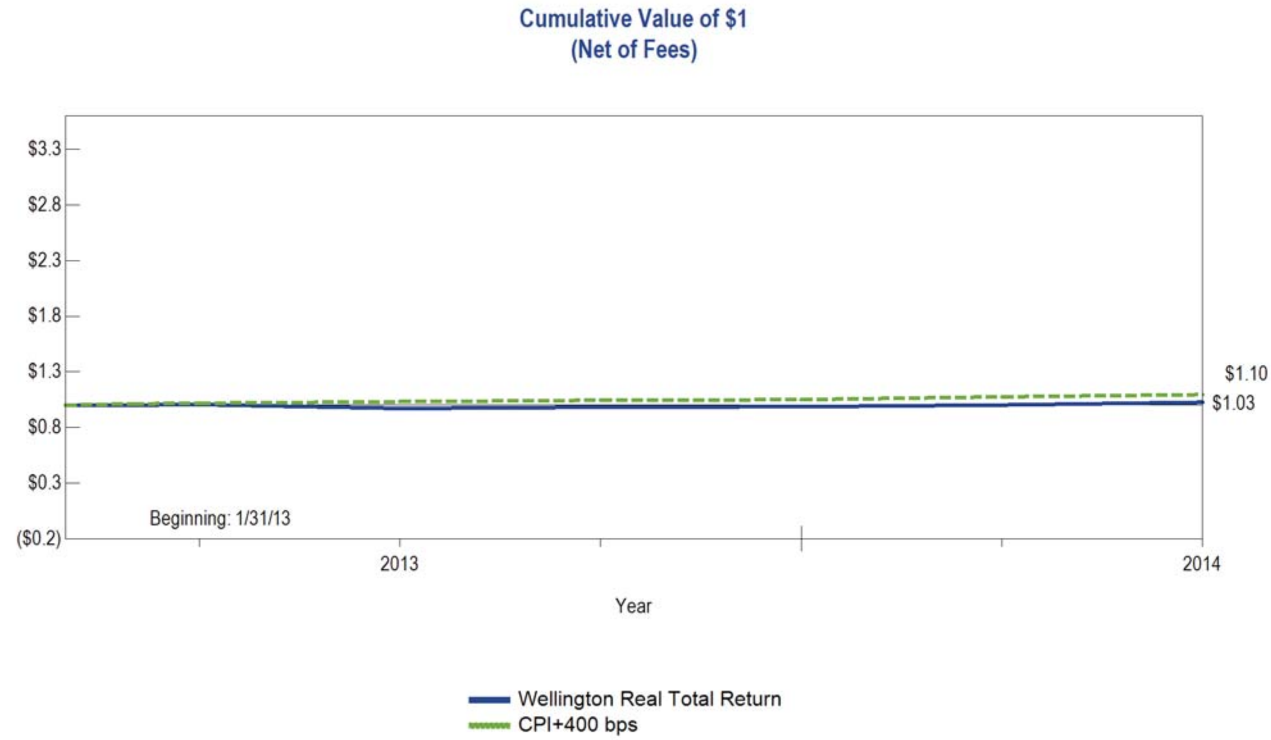
United States	44.48%
Cayman Islands	1.72%
Luxembourg	1.67%
Brazil	1.35%
United Kingdom	1.33%
Ireland	0.95%
Netherlands	0.93%
South Africa	0.86%
Mexico	0.81%
Indonesia	0.62%

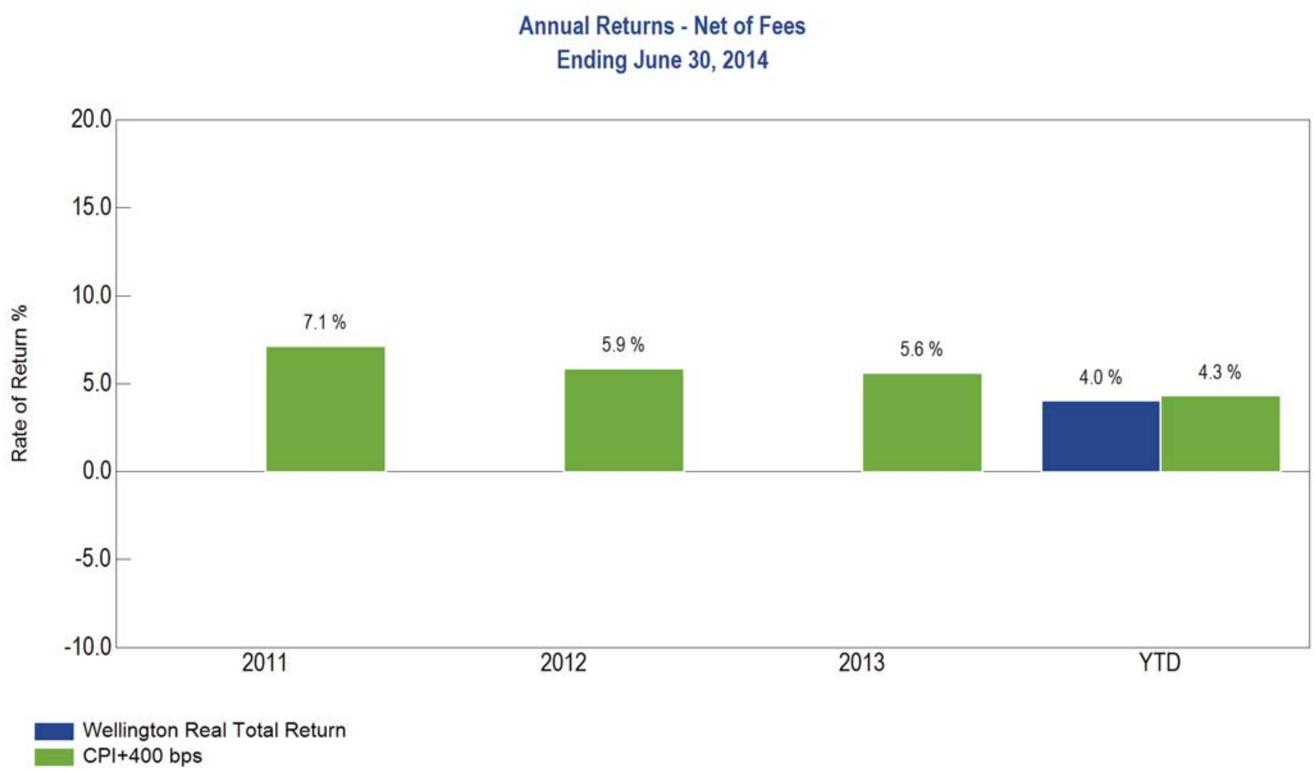
Portfolio Fund Information as of 03/31/2014

Ticker	PAAIX
Morningstar Category	Tactical Allocation
Average Market Cap ($mm)	30,434.31
Net Assets ($mm)	28,280.88
% Assets in Top 10 Holdings	57.88
Total Number of Holdings	50
Manager Name	Robert D. Arnott
Manager Tenure	12
Expense Ratio	0.88%
Closed to New Investors	No

Description:

The investment seeks maximum real return, consistent with preservation of real capital and prudent investment management.
The fund normally invests substantially all of its assets in Institutional Class or Class M shares of any funds of the Trust or PIMCO Equity Series, an affiliated open-end investment company, except other funds of funds, or shares of any actively-managed funds of the PIMCO ETF Trust, an affiliated investment company. The fund's investment in a particular Underlying PIMCO Fund normally will not exceed 50% of its total assets. It is non-diversified.


Cumulative Value of $1
(Net of Fees)
$3.3
$2.8
$2.3
$1.8
$1.3
$0.8
$0.3
($0.2)
Beginning: 1/31/13
$1.10
$1.03
2013
2014
Year
Wellington Real Total Return
CPI+400 bps

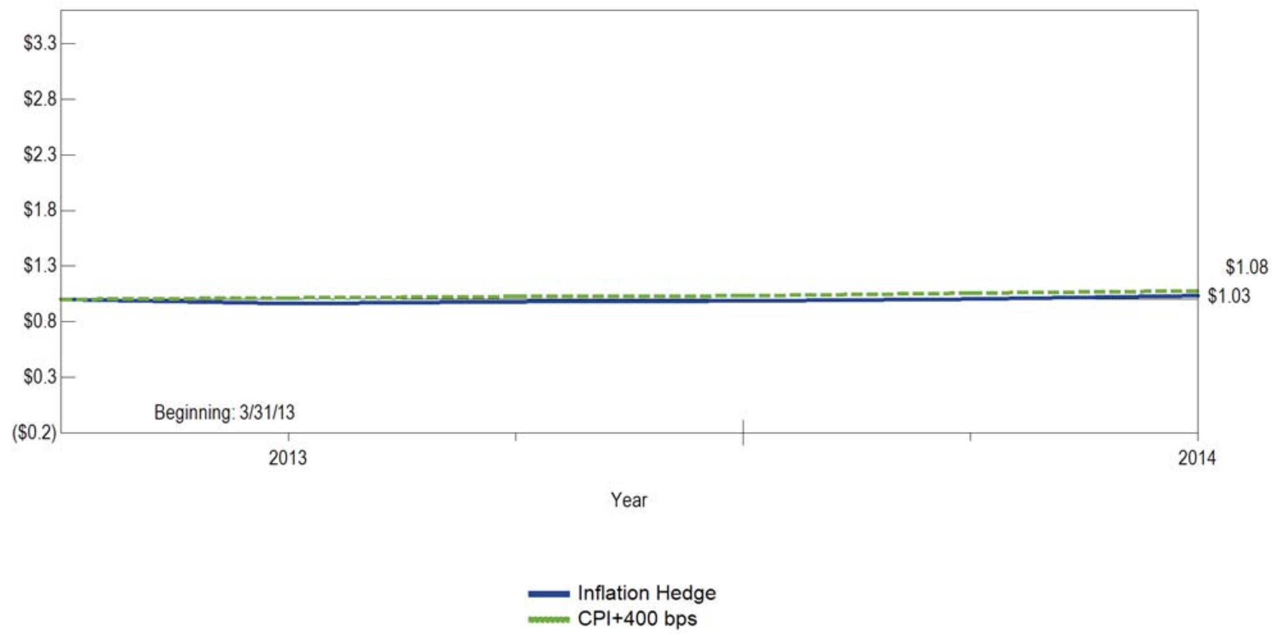

Annual Returns - Net of Fees
Ending June 30, 2014
20.0
15.0
10.0
5.0
0.0
-5.0
-10.0
Rate of Return %
7.1 %
5.9 %
5.6 %
4.0 %
4.3 %
2011
2012
2013
YTD
Wellington Real Total Return
CPI+400 bps

Wellington Real Total Return

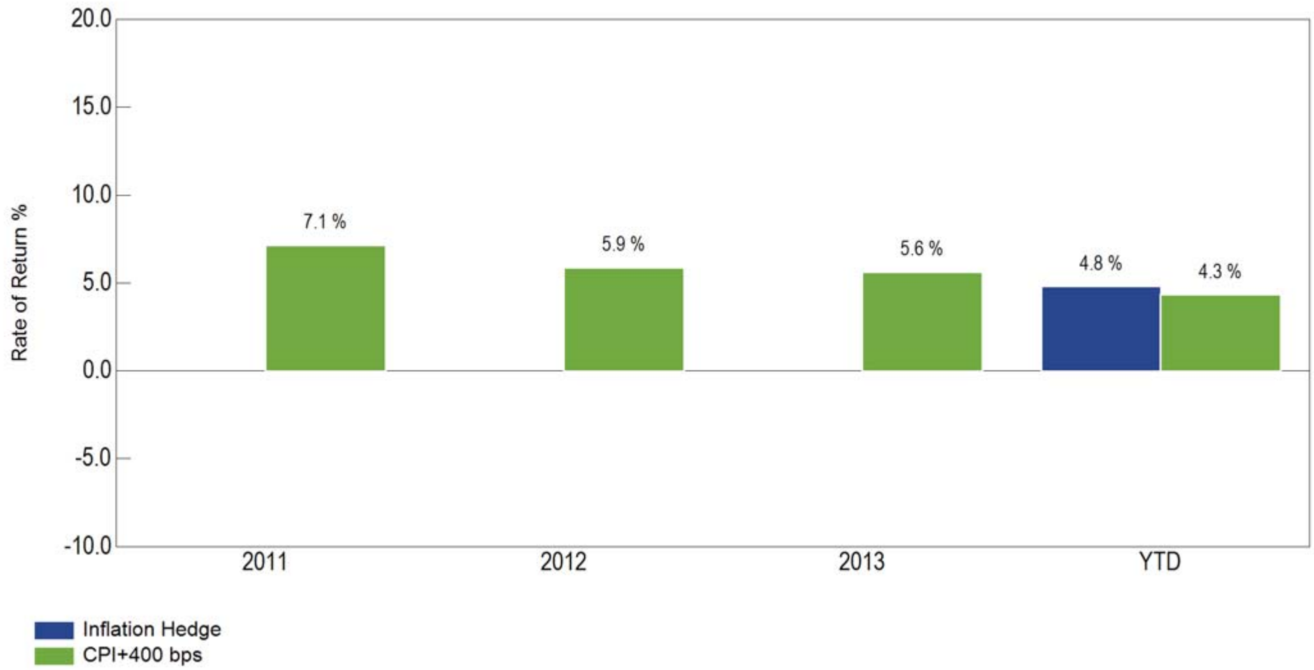
$207.8 Million and 3.1% of Fund

	Ending June 30, 2014				
	3 Mo	YTD	1 Yr	3 Yrs	5 Yrs
Wellington Real Total Return	2.6%	4.3%	6.3%	--	--
CPI+400 bps	*1.9%*	*4.3%*	*6.2%*	*6.0%*	*6.2%*

Cumulative Value of $1
(Net of Fees)



Annual Returns - Net of Fees
Ending June 30, 2014

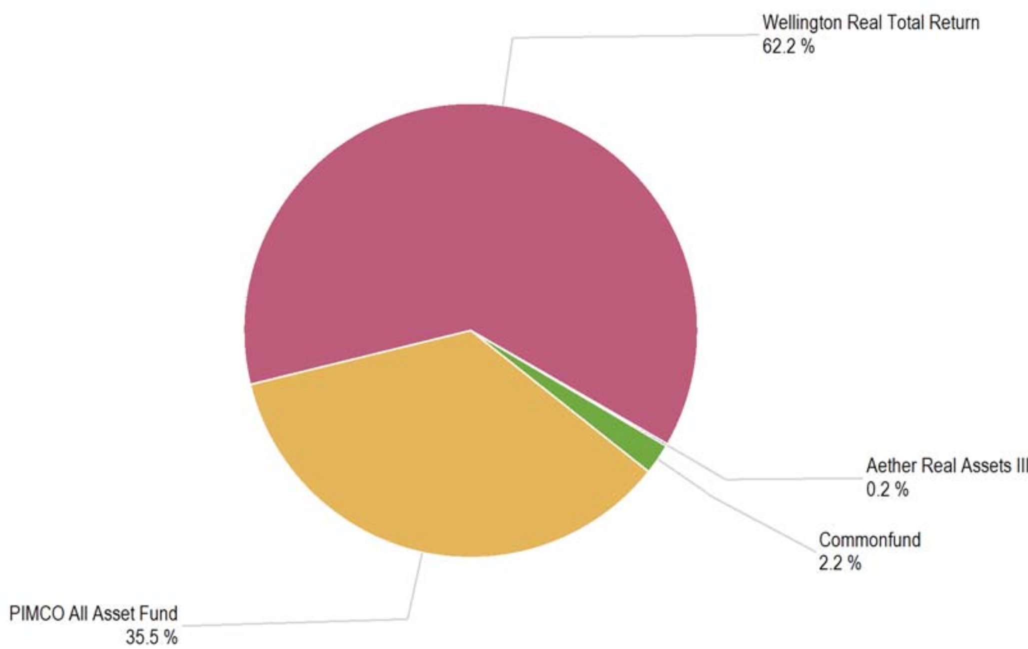


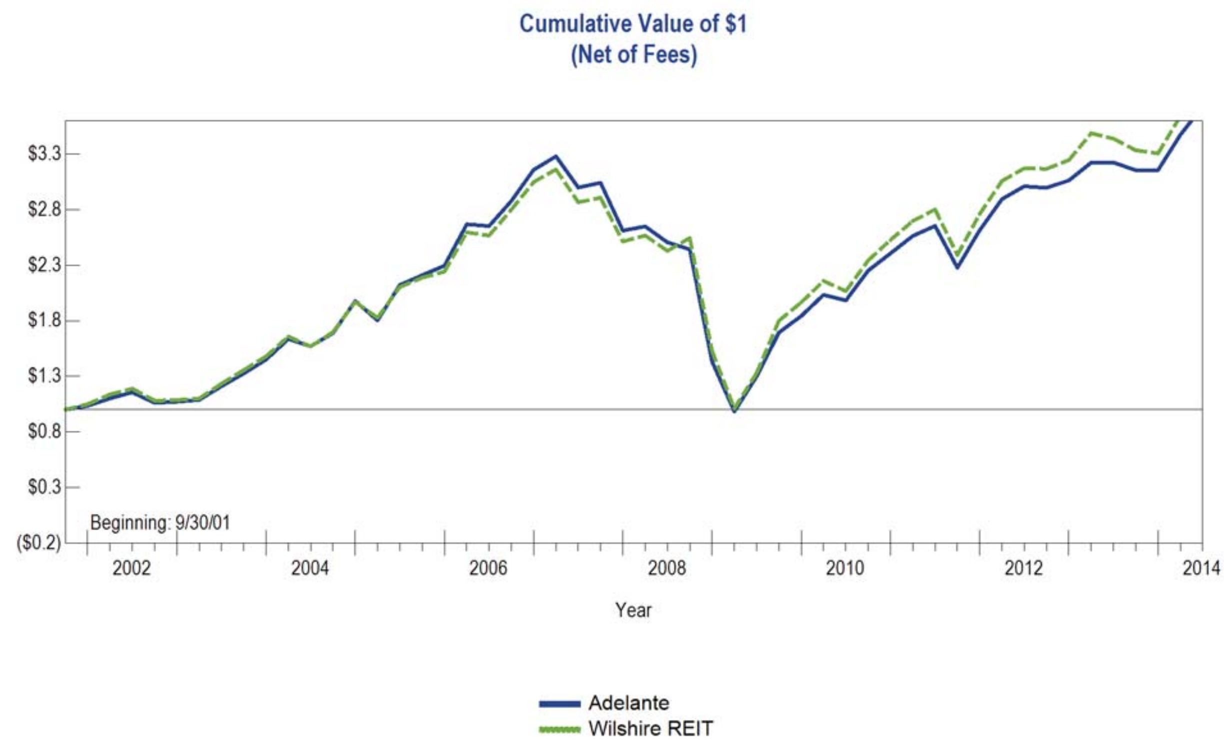
Total Inflation Hedge

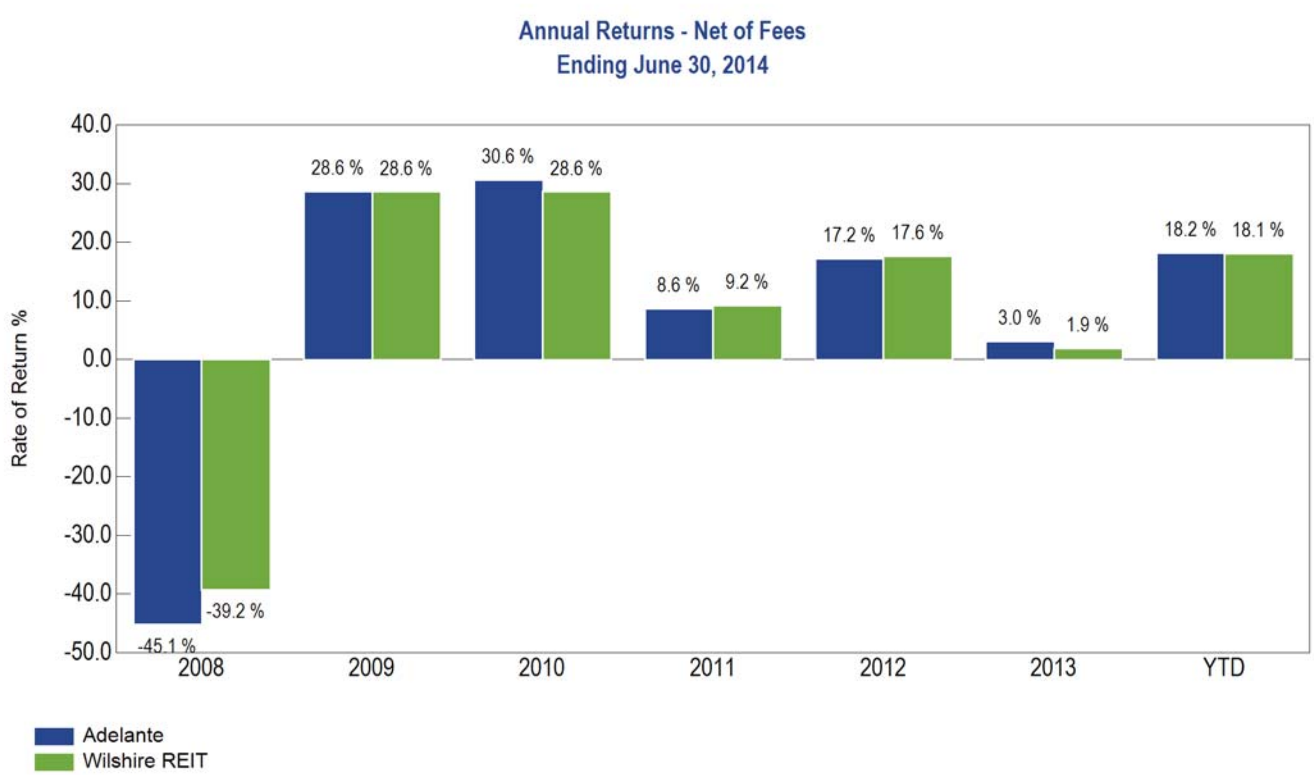
$334.2 Million and 5.0% of Fund

	Ending June 30, 2014				
	3 Mo	YTD	1 Yr	3 Yrs	5 Yrs
Inflation Hedge	**3.3%**	**5.3%**	**8.4%**	**--**	**--**
CPI+400 bps	*1.9%*	*4.3%*	*6.2%*	*6.0%*	*6.2%*
PIMCO All Asset Fund	4.7%	7.4%	12.4%	--	--
CPI+400 bps	*1.9%*	*4.3%*	*6.2%*	*6.0%*	*6.2%*
Wellington Real Total Return	2.6%	4.3%	6.3%	--	--
CPI+400 bps	*1.9%*	*4.3%*	*6.2%*	*6.0%*	*6.2%*
Aether Real Assets III	24.1%	--	--	--	--
CPI+500 bps	*2.1%*	*4.8%*	*7.2%*	*7.1%*	*7.3%*

Current Mix of Inflation Hedging Investments



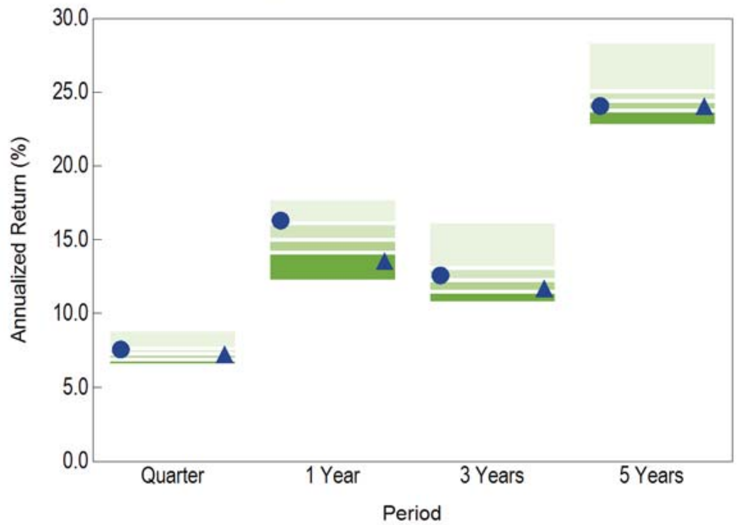

Cumulative Value of $1
(Net of Fees)
$3.3
$2.8
$2.3
$1.8
$1.3
$0.8
$0.3
($0.2)
Beginning: 9/30/01
2002
2004
2006
2008
2010
2012
2014
Year
Adelante
Wilshire REIT


Annual Returns - Net of Fees
Ending June 30, 2014
Rate of Return %
40.0
30.0
20.0
10.0
0.0
-10.0
-20.0
-30.0
-40.0
-50.0
-45.1 %
-39.2 %
28.6 %
28.6 %
30.6 %
28.6 %
8.6 %
9.2 %
17.2 %
17.6 %
3.0 %
1.9 %
18.2 %
18.1 %
2008
2009
2010
2011
2012
2013
YTD
Adelante
Wilshire REIT

Adelante

$180.0 Million and 2.7% of Fund

eA US REIT Gross Accounts
Ending June 30, 2014



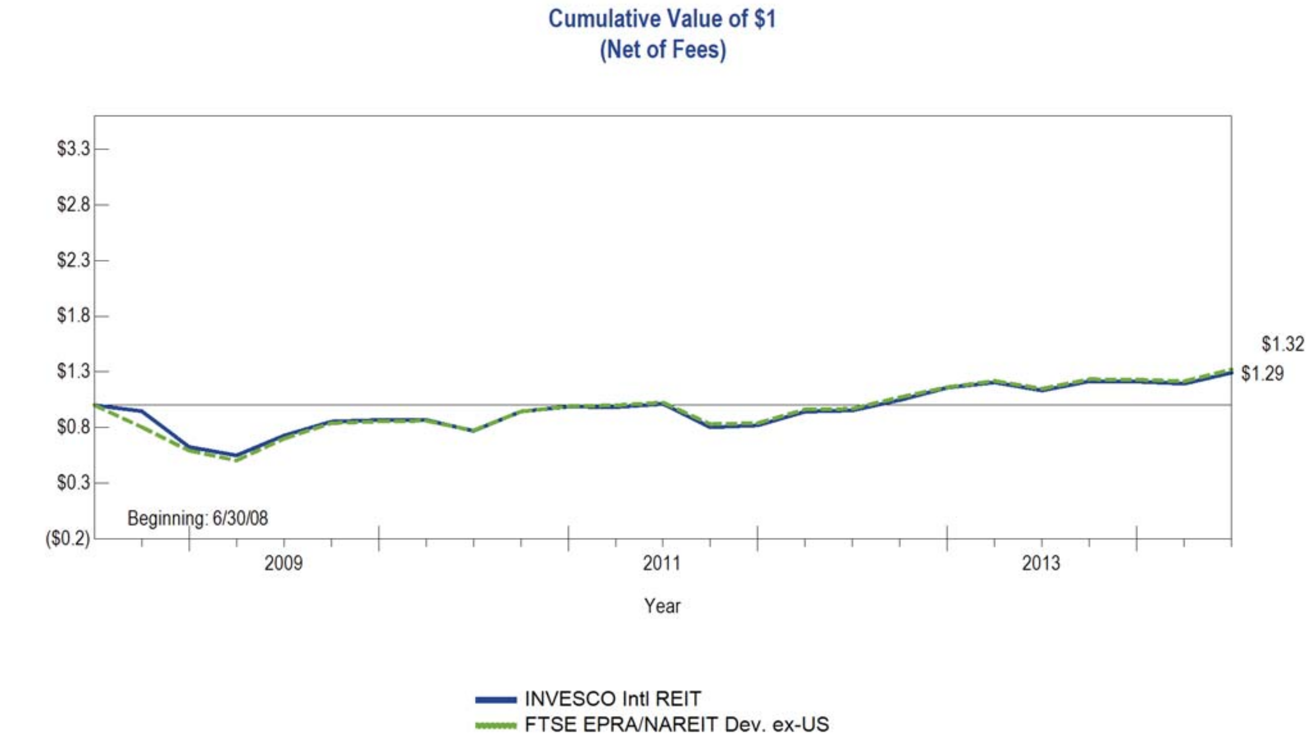
Return (Rank)	Quarter		1 Year		3 Years		5 Years	
5th Percentile	8.9		17.8		16.2		28.4	
25th Percentile	7.6		16.1		13.1		25.1	
Median	7.3		15.0		12.3		24.4	
75th Percentile	6.9		14.2		11.5		23.8	
95th Percentile	6.5		12.2		10.7		22.7	
# of Portfolios	41		41		40		39	
● **Adelante**	7.5	(31)	16.3	(20)	12.6	(45)	24.1	(60)
▲ **Wilshire REIT**	7.2	(57)	13.5	(85)	11.7	(70)	24.0	(62)

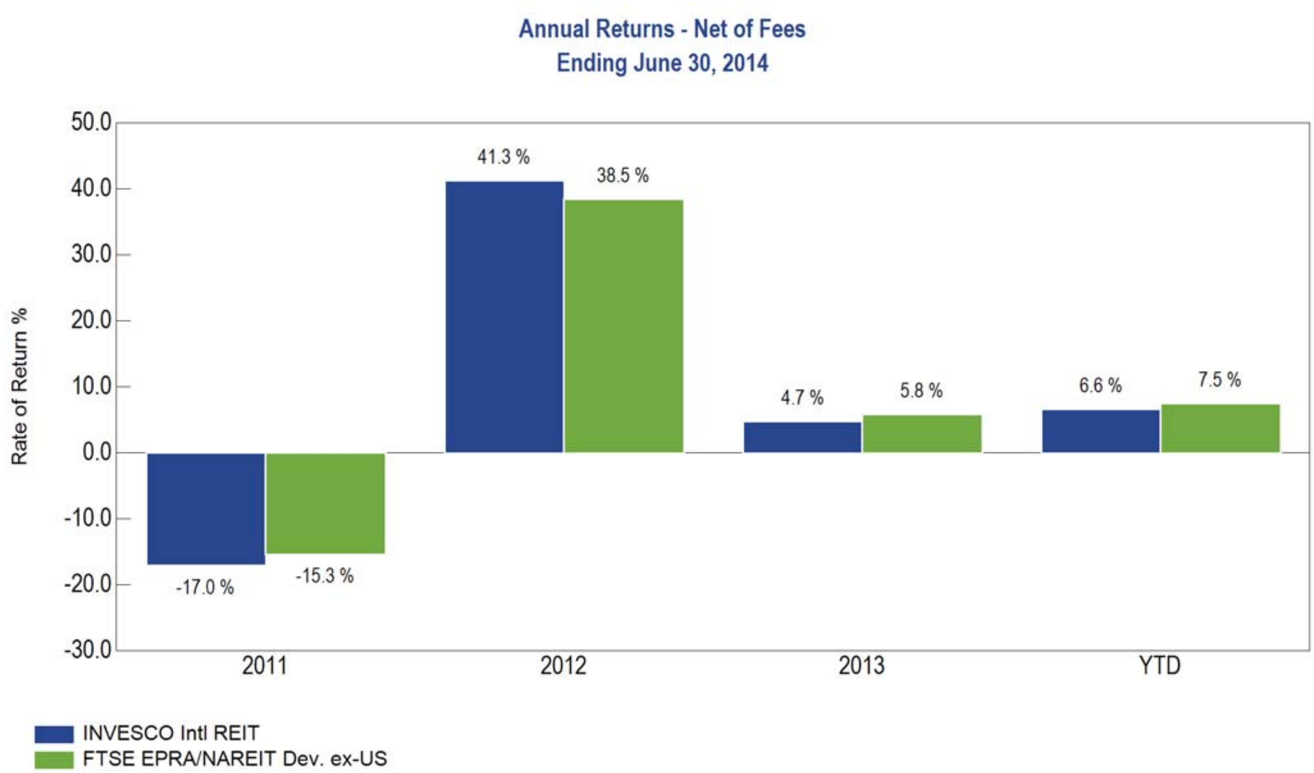
Characteristics

	Portfolio
Number of Holdings	37
Weighted Avg. Market Cap. ($B)	16.45
Median Market Cap. ($B)	5.21
Price To Earnings	39.89
Price To Book	3.27
Price To Sales	7.06
Return on Equity (%)	9.60
Yield (%)	3.09
Beta (holdings; global)	1.05
ASSET ALLOCATION	
Number of Holdings	36
US Equity	95.52
Non-US Equity	0.00
US Fixed Income	0.00
Non-US Fixed Income	4.64
Cash	-0.17
Alternatives	0.00
Real Estate	0.00
Other	0.00

INVESCO Intl REIT

$97.2 Million and 1.4% of Fund





	Return (Rank)							
5th Percentile	9.3		19.7		10.4		17.4	
25th Percentile	8.9		15.3		9.5		14.8	
Median	8.6		14.4		8.8		13.2	
75th Percentile	8.1		13.5		8.4		12.9	
95th Percentile	5.2		9.3		7.6		12.4	
# of Portfolios	10		10		10		10	
● INVESCO Intl REIT	8.5	(57)	14.9	(38)	9.2	(37)	13.0	(71)
▲ FTSE EPRA/NAREIT Dev. ex-US	8.8	(39)	15.1	(30)	8.9	(45)	13.6	(35)

MANAGER COMMENTS – REAL ESTATE

For all but the Adelante and INVESCO REIT portfolios please see the Internal Rate of Return table on page 18.

Adelante Capital Management

$180,032,329

Adelante Capital Management returned 7.5% for the quarter, above the 7.2% return of the Wilshire REIT Index. For the past year, Adelante returned 16.3% above the REIT index return of 13.5%.

As of June 31, 2014, the portfolio consisted of 37 public REITs and had the following property type allocations: Office (12.5%), Apartments (16.7%), Retail (25.1%), Industrial (9.0%), Diversified (2.3%), Storage (6.4%), Healthcare (11.8%), Hotels (9.3%), Manufactured and Single Family homes (2.0%).

Angelo Gordon Realty Fund VIII

$59,157,371

Angelo Gordon Realty Fund VIII returned 1.6% in the quarter. (Performance lags by one quarter due to financial reporting constraints.) Over the one-year period, Angelo Gordon has returned 17.2%. The Fund held investments in 51 real estate transactions totaling $702 million on a net cash basis and $878 million on a fair market value GAAP basis.

DLJ Real Estate Capital Partners II

$3,721,933

DLJ Real Estate Capital Partners II (RECP II) reported a return of 0.3% in the quarter. (Performance lags by one quarter due to financial reporting constraints.) Over the one-year period, RECP II has returned 11.8%. CCCERA has a 3.4% ownership interest in RECP II.

As of March 31, 2014, the portfolio distribution was (0.0%) retail, hotels (65.7%), land (15.6%), residential properties (5.3%), and securities (13.5%). The fund's geographic distribution was 86.6% domestic and 13.4% international.

The RECP II Fund has delivered strong results and is substantially realized. The Fund invested $1.02 billion and has distributed $2.03 billion to date. The remaining investments represent approximately $95 million in book value. DLJ expects to exit the remaining few investments and close the fund in an orderly manner over the next 12-18 months.

DLJ Real Estate Capital Partners III

$47,918,635

DLJ Real Estate Capital Partners III (RECP III) reported a return of 2.1% in the quarter. (Performance lags by one quarter due to financial reporting constraints.) Over the past year, RECP III returned 12.3%. CCCERA has a 6.7% ownership interest in RECP III.

As of March 31, 2014, the portfolio distribution by type consisted of: hotel properties (29.7%), industrial (25.6%), mixed-use development (40.5%), apartments (0.5%), retail (0.9%), and vacation home development 2.8%. The properties were diversified globally with 72.3% international and 27.7% domestic.

The Fund completed 49 investments in U.S and Europe. To date the Fund has fully realized 31 investments resulting in net profits of $99 million and a gross proceeds to invested equity multiple of 1.2x. These realizations along with partial realizations, refinancing proceeds, and operating cash flows enabled the Fund to generate $770 million in realized proceeds to date. The book to value of the remaining portfolio is approximately $723 million. The Fund is on a stable track and positioned to achieve a gross equity multiple of approximately 1.3x based on current business plans.

DLJ Real Estate Capital Partners IV
$83,441,679

DLJ Real Estate Capital Partners IV (RECP IV) returned -0.5% in the quarter. (Performance lags by one quarter due to financial reporting constraints). Over the past year, the fund has returned 8.9%. CCCERA has a 9.2% ownership interest in RECP IV.

As of March 31, 2014, the portfolio consisted of 9.4% office properties, 0.4% senior and mezzanine loans, 28.1% mixed use development, 10.4% land, 7.8% private securities, 10.4% hotel properties, 4.2% industrial, 23.3% apartments and 6.0% others. The properties were diversified globally with 33.2% international and 66.8% domestic.

The Fund has acquired 39 investments, corresponding to $1.2 billion of capital. Realized proceeds to date are $443 million and book value of the portfolio is approximately $900 million. The RECP IV investment pipeline is very active with a particular focus in opportunities in New York, Washington DC, Los Angeles. DLJ expects overall proceeds to invested equity multiple to be approximately 1.7x.

Hearthstone I
$68,858

Hearthstone II
$-17,739

As of June 30, 2014, Contra Costa County Employee's Retirement Association's commitment to HMSHP and MSII were nearly liquidated. The remaining balances represent residual accrued income positions. The MS1 and MS2 funds are expected to close out at the end of 2014 and 2022 respectively.

The Hearthstone MSII negative balance reflects excess cash on hand since CCERA has received in excess all capital back plus all previously allocated income. The excess cash creates a "negative capital" balance. In essence, CCERA has now received more cash than entitled. Thus, the cash is recallable if needed. If it is not needed the returned cash becomes profit distribution.

Invesco Real Estate Fund I
$9,664,840

Invesco Real Estate Fund I ("IREF") reported a return of 5.8% for the quarter. Over the past year, Invesco Real Estate Fund I returned 10.2%. CCCERA has a 15.6% interest in the Real Estate Fund I.
As of the second quarter of 2014, the portfolio consisted of one remaining investment. The Fund has an April 30, 2014 stated maturity date.

Invesco Real Estate Fund II
$41,941,894

Invesco Real Estate Fund II returned 2.0% in the quarter. Over the past year, the fund has returned 14.4%. CCCERA has a 18.8% ownership stake in the fund.

IREF II has less than two years remaining to maturity in December 2015 with six unrealized assets. Of these, four are positioned for sale in 2014. The Fund will likely return all LPs invested capital by year-end 2014.

The Fund’s investments are distributed nationwide with 29% in the West, 6% in the Midwest, 49% in the East and 16% in the south. The portfolio is weighted by gross asset value by property type with 56% multi-family, 25% office, 10% industrial and 6% retail and 3% high yield debt.

Invesco Real Estate Fund III
$24,521,236

Invesco Real Estate Fund III returned 3.7% in the quarter. Over the one year period the fund has returned 14.9%. Invesco Real Estate Fund III was funded with an initial contribution of $14.2 million with a total capital commitment of $35 million. CCCERA has a 9.8% interest in the Real Estate Fund III.

Invesco International REIT
$97,159,598

The Invesco International REIT portfolio returned 8.5% in the quarter. This return underperformed the FTSE EPRA/NAREIT Developed ex-US benchmark return of 8.8%. Over the past year, the portfolio underperformed the benchmark with a return of 14.9% compared to the FTST EPRA/NARIET Developed ex-US Benchmark return of 15.1%.

LaSalle Income & Growth Fund VI
$40,067,350

LaSalle Income and Growth Fund returned 1.1% on a gross of fee basis (the account is reported on a one quarter lag). The LaSalle Income and Growth Fund has made eight investments, four of which are currently under construction. Properties are located in California, Washington, Colorado, Tennessee and Alabama. A large portion of the fund (46%) has yet to be invested. The Fund’s property type allocations were Office (21%), Multifamily (20%), Industrial (10%), Retail (3%), and To be Invested (46%).

Long Wharf US Growth Fund II
$1,069,127

Long Wharf Fund II (formerly Fidelity Fund II) returned 8.4% for the quarter. For the one-year period, the fund had a total return of 20.7%.

FREG II has three remaining assets with an aggregate net asset value of $44.9 million. Each of these assets is currently being marketed.

The portfolio consists of 23% apartment properties, 22% for sale housing, 2% senior housing, 7% retail, 3%

office, 17% student housing, 7% hotel and 19% in others. The properties were diversified regionally with 21% in the Pacific, 24% in the Southeast, 15% in the Mountain region, 5% in the Southwest, 11% in the East North Central, 5% in the Northeast and 18% in the Mideast.

Long Wharf US Growth Fund III
$32,892,692

Long Wharf (formerly Fidelity) US Growth Fund III reported a return of 6.0% for the quarter. Over the past year the Fund has returned 22.5%.

Committed capital consists of 19% retail, 50% office, 1% apartments, 9% industrial, 17% hotels, and 4% entitled land.

Long Wharf Real Estate Partners Fund IV
$11,025,210

Long Wharf Real Estate Partners Fund IV reported a return of 1.4% for the quarter. Over the one-year period, the fund had a total return of 51.7%.

Committed capital in 8 investments consists of 26% retail, 53% office, 5% apartments, and 16% industrial.

Oaktree Real Estate Opportunities Fund V
$57,076,822

The Oaktree Real Estate Opportunities Fund V was funded in December 2011 with an initial investment of $43.0 million. The fund returned 4.6% in the quarter. Over the past year, the Fund has returned 16.9%.

The primary objective of the Fund is to achieve superior risk-adjusted returns without subjecting principal to undue risk of loss primarily through investments in real estate and real estate related debt, companies, securities and other assets on a global basis, with an emphasis on investments in the U.S.

Oaktree Real Estate Opportunities Fund VI
$59,100,011

The Oaktree Real Estate Opportunities Fund V was funded in September 2013 with an initial investment of $37.6 million. The fund returned 3.4% in the quarter. Over the past year, the Fund has returned 12.0%.

Paulson Real Estate Fund II
$14,998,402

The Paulson Real Estate Fund II had its final close in November of 2013 and has committed approximately 60% of capital across 11 transactions. The Fund’s land investments are located in Florida, Arizona, Colorado, Nevada, and California. Performance for the second quarter, 2014m was 4.9%, above the benchmark of 4.2%.

Siguler Guff Distressed Real Estate Opportunities Fund
$67,892,756

The Siguler Guff Distressed Real Estate Opportunities fund was funded in January 2012 with an initial investment of $21.0 million with a total capital commitment of $75.0 million. The fund returned 3.3% in the quarter. (Performance lags by one quarter due to financial reporting constraints). For the one-year period, Siguler Guff returned 24.6%

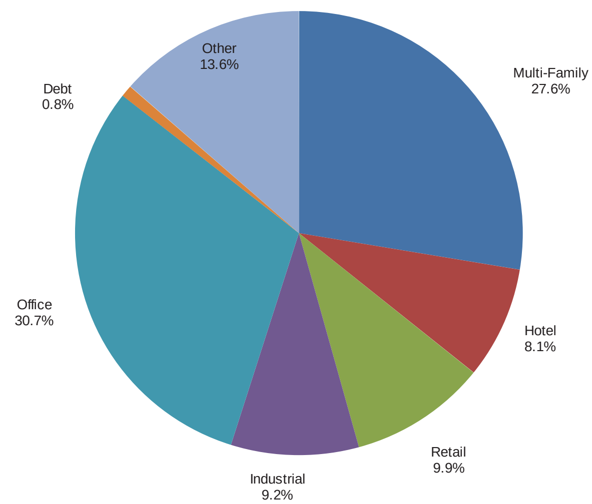
Siguler Guff Distressed Real Estate Opportunities Fund II
$21,389,424

CCCERA has a $70 million commitment to the Siguler Guff Distressed Real Estate Opportunities Fund II. The fund returned -3.6% in the quarter. (Performance lags by one quarter due to financial reporting constraints).

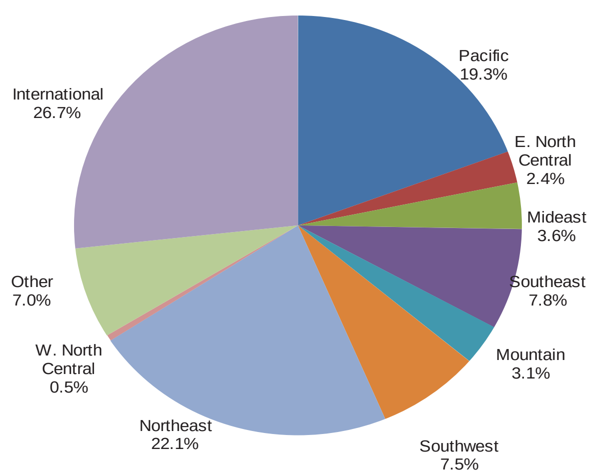
MANAGER COMMENTS – REAL ESTATE

Total Real Estate Diversification

Diversification by Property Type



Diversification by Geographic Region



MANAGER COMMENTS – ALTERNATIVE & PRIVATE INVESTMENTS

Please see the Internal Rate of Return table on page 18 for performance for the alternative portfolios.

Adams Street Partners
$137,011,183

The Adams Street Partners portfolio had a gross return of 4.5% for CCCERA's investments during the quarter. (Performance lags by one quarter due to financial reporting constraints, which is typical for this type of investment vehicle.) For the one-year period, Adams Street returned 21.4%. The Adams Street Partners II portfolio returned 3.7% in the quarter and 18.6% in the past year.

The Brinson (older) portfolio ($11,427,690) is comprised of 39.5% venture capital funds, 6.2% special situations, 7.9% in mezzanine funds, 4.4% in restructuring/distressed debt and 42.0% in buyout funds. The Adams Street program ($86,263,302) was allocated 43.4% to venture capital, 9.6% special situations, 2.5% mezzanine debt, 1.4% restructuring/distressed debt and 43.1% buyouts. The dedicated secondary allocation ($30,195,876) was allocated 11.0% to venture capital, 17.0% special situations and 71.0% to buyouts. The Adams Street Global Secondary Fund 5 ($6,568,923) had a capital call of $2.9 million. Fund 5 returned 0.2% in the quarter and 19.0% for the year.

Aether Investment Partners
$553,037

Aether Investment Partners is a new investment manager that focuses on real assets as an inflation hedge. The fund (Aether Real Assets III & Real Assets III Surplus) had its first capital call on December 19th, 2013. The fund returned 24.1% gross of fees, and 0.7% net of fees in the quarter.

Bay Area Equity Funds
$40,638,801

Bay Area Equity Funds had a gross return of 7.8% for the quarter (performance lags by one quarter due to financial reporting constraints). For the one-year period, Bay Area Equity Fund has returned 118.9%. CCCERA has a 10.5% ownership interest in the BAEF Fund I and 6.4% in BAEF II.

The Bay Area Equity Fund I has 21 active investments in private companies in the Bay Area. Currently, the Fund has invested $75.0 million. Total current value to date is $341.5 million. Bay Area Equity Fund II had 17 investments in private companies. Nine investments are in the clean technology sector, three investments in the consumer sector and the final four investments are in the information technology sector. The total capital commitment for Bay Equity Fund II is $150.8 million. Currently, the Fund has invested $104.6 million.

Carpenter Community BancFund
$38,409,389

Carpenter had a gross return of 2.2% (Performance lags by one quarter due to financial reporting constraints). Over the past year, Carpenter has returned 9.6%.

The Carpenter BancFund has seven investments. They are BankUnited, Bridge Capital Investment Holdings, CGB Asset Management, Manhattan Bancorp, Heritage Oaks Bancorp, Plaza Bank, and Pacific Mercantile Bancorp.Total partner's capital of the Fund's portfolio banks currently equaled $225 million. On a consolidated basis, the Fund believes it is well positioned for future growth both organically and through opportunistic acquisitions.

Commonfund Capital
$7,272,554

Commonfund had a gross return of 0.3% in the quarter (performance lags by one quarter due to financial reporting constraints). Fees will be high during the initial period of the fund's life.

Commonfund Capital Natural Resources Partners IX will make investments in inflation-sensitive assets. These will be primarily in the following industries: Oil and Gas, Oilfield Services, Energy Infrastructure, and Mining. CNR IX had made the following eleven investments with a total value of $41.7 million: Annapolis Investment LP, ARC Energy Fund, Greenstone Resources, Lime Rock Partners, Resource Capital Fund, Rockland Power II, LP, SCF, Waterton Precious Metals Fund, White Deer Energy (2x) and Yorktown Energy Partners.

Energy Investors - US Power Fund I
$844,245

The Energy Investors Fund Group (EIF) had a gross return of -0.2% which is in liquidation mode. (Performance lags by one quarter due to financial reporting constraints.) For the one-year period, EIF had a total return of -1.1%. CCCERA has a 9.6% ownership interest in Fund I. The Sea Breeze transmission project is now the Fund's only remaining investment.

Energy Investors - US Power Fund II
$41,385,073

Energy Investors fund II had a gross return of 1.0% for US Power Fund II. (Performance lags by one quarter due to financial reporting constraints.) Over the past year, the fund returned 10.9%. CCCERA has a 19.7% ownership interest in USPF-II.

The fund distributed $5.0 million to its investors, bringing total distributions to $9.5 million. Since the Fund's inception, total cash distributions to investors are $181.6 million.

Energy Investors - US Power Fund III
$49,738,384

The EIF USPF III fund had a gross return of 1.5% (performance lags by one quarter due to financial reporting constraints.) Over the past year, the fund has returned 6.6%. CCCERA has a 6.9% ownership interest in USPF-III.

The Fund received $16.5 million in cash distributions from four investments which was approximately $2.2 million ahead of budget. The Fund's investment portfolio increased by $10.7 million in the quarter to $1.16 billion.

Energy Investors - US Power Fund IV
$17,145,659

The EIF USPF IV had a gross return of 5.1% (performance lags by one quarter due to financial reporting constraints). Over the past year, the fund has returned 17.2%. CCCERA has a 6.8% ownership interest in USPF-IV.

The fund made $11.8 million distributions to its investors in the quarter. Cash distributions to investors since the Fund's inception are $98.5 million.

Nogales Investors Fund I
$3,346,180

The Nogales Investors Fund I had a gross return of -0.3% in the quarter (performance lags by one quarter due to financial reporting constraints.) For the one-year period, Nogales has returned 21.1%. CCCERA has commitments of $15 million, which is 15.2% of the fund.

Oaktree Private Investment Fund 2009
$31,125,119

The Oaktree PIF 2009 Fund was funded on February 18, 2010 with a commitment of $40.0 million and an initial investment of $7.0 million. The Oaktree PIF 2009 Fund had a gross return of 4.9% in the quarter (performance lags by one quarter due to financial reporting constraints).

The limited partners have committed total capital of $138,100,000, of which $120,155,692 (or 85.0% of committed capital) has been drawn as of quarter end. The capital commitments that the Fund makes to the underlying Funds will be allocated 60% to Opps VII, 30% to PF V and 10% to Mezz III.

Ocean Avenue

The Ocean avenue account balance will be reported in the third quarter of 2014. The fund had an initial capital call in June of 2014 and will be reported on a one quarter lag. Ocean Avenue is a fund of private equity funds that uses direct investments and co-investments to reduce overall fees and increase returns to investors. Ocean Avenue focuses on what it believes to be the most inefficient sectors.

CCCERA has a $30 million commitment to Ocean Avenue.

Paladin Fund III
$16,666,558

Paladin Fund III returned 2.5% for the quarter (performance lags by one quarter due to financial reporting constraints.) Over the past year, the fund has returned -0.5%.

The Fund reported $68.0 million of total Partners' Capital. The $68.7 million of assets consisted of the Fund's 27 investments. Total liabilities for the quarter were $642 thousand.

Pathway Private Equity Funds
$100,265,388

The combined Pathway Private Equity Fund (PPEF), Pathway Private Equity Fund 2008 (PPEF 2008), Pathway Private Equity Fund Investors 6 and Pathway Private Fund Investors 7 had a combined fourth quarter return of 4.0%. (Performance lags by one quarter due to financial reporting constraints.) For the one-year period, Pathway returned 22.0%.

The Funds contain a mixture of acquisition-related, venture capital, and other special equity investments. CCCERA has committed $265 million to four separate private equity funds of funds, including $70 million commitment to Pathway Private Fund Investors 7 LP.

Siguler Guff Opportunities Fund

The Siguler Guff Opportunities Fund had its first capital call in June of 2014. The account will be reported on a one quarter lag, with a first full quarter for the fourth quarter of 2014.

The Opportunities Fund is a fund of private equity funds that focuses on small to mid-capitalization companies. Co-investments are expected to reach 30% of the Fund. CCCERA has a $200 million commitment to the Siguler Guff Opportunities Fund.

DEFINITIONS

Alpha – The incremental return of a manager when the market is stationary. In other words, it is the extra return due to non-market factors. This risk-adjusted factor takes into account both the performance of the market as a whole and the volatility of the manager. A positive alpha indicates that a manager has produced returns above the expected level at that risk level, and vice versa for a negative alpha. Alpha is the Y intercept of the regression line.

$$\text{Alpha}_{(a)} = X - [\text{Beta}*Y]$$

X = the mean return for the manager
Y = the mean return for the index

Beta – This is a measure of a portfolio's volatility. Statistically, beta is the covariance of the portfolio in relation to the market. A beta of 1.00 implies perfect historical correlation of movement with the market. A higher beta manager will rise and fall more rapidly than the market, whereas a lower beta manager will rise and fall slower. For example, a 1.10 beta portfolio has historically been 10% more volatile than the market.

$$\text{Beta}_{(\beta)} = \frac{[(n)*\sum(x_i*y_i)] - (\sum x_i)(\sum y_i)}{[(n)*\sum(y_i^2)] - (\sum y_i)^2}$$

n = the number of observations
xi = the return of the first data series (*ith* observation)
yi = the return of the second data series (*ith* observation)
Generally, xi = the manager's return series and yi will be a specified index (benchmark)

Coupon - Bond instruments typically pay interest in the form of semi-annual coupon payments. If the annual coupon payment value is divided by the par value of the bond, the coupon rate is derived.

Duration - The bond portfolio duration most commonly referred to is the Macaulay duration. This is a weighted average maturity, expressed in years. All coupon and principal payments are weighted by the present value term for the expected time of payment.

Dividend Yield - the dividend yield is calculated on common stock holdings and is the ratio of the last twelve months' dividend payments to the most recent quarter-ending stock price.

Excess Returns – Returns in excess of the risk-free rate, a benchmark or in excess of another manager. A positive excess return indicates that the manager outperformed the benchmark for that period.

Given two return series (typically a manager and a benchmark), $x_1, \ldots, x_n$ and $y_1, \ldots, y_n$, the excess return series is defined as $er_1, \ldots, er_n = x_1 - y_1, \ldots, x_n - y_n$

Annualized Excess Return = Annualized Manager Return – Annualized Index Return

Information Ratio – This statistic is computed by subtracting the return of the market from the return of the manager to determine the excess return. The excess return is then divided by the standard deviation of the excess returns (or Tracking Error) to produce the information ratio. This ratio is a measure of the value added per unit of active risk by a manager over an index. Managers taking on higher levels of risk are expected to then generate higher levels of return, so a positive IR would indicate "efficient" use of risk by a manager. This is similar to the Sharpe Ratio, except this calculation is based on excess rates of return versus a benchmark instead of a risk-free rate.

$$IR = \frac{\text{Excess Return}}{\text{Tracking Error}}$$

Market Capitalization - A security's quarter-ending market value, or closing price times the number of common stock shares outstanding.

Maturity - The maturity for an individual bond is calculated as the number of years till principal payment. For a portfolio of bonds, the maturity is a weighted average maturity, where the weighting factors are the individual security's percentage of total portfolio market capitalization.

Percentile - For a range of investment manager performance results, from highest to lowest, a percentile is the performance range spanning one percent of the total range.

Price/Book Value Ratio - For an individual common stock, this is the stock's price divided by book value per share. Book value per share is the company's common stockholder's equity divided by the number of common shares outstanding.

Price/Earnings Ratio - The ratio of a common stock's price divided by earnings per share. The ratio is used as a valuation technique employed by investment managers.

Net Contributions - The sum of contributions to and withdrawals from a portfolio, exclusive of regular interest and dividend payments, and miscellaneous expenses.

Portfolio Beta - A common stock's beta, market risk, is the sensitivity of the stock's price in relation to a 1% change in the price of the market benchmark, the S&P 500. A portfolio beta simply weights the individual issues by their percentage of total portfolio market capitalization.

Return On Equity - For a common stock, this is the annual net, after-tax earnings divided by total common stockholder's equity.

Risk/Reward (Sharpe) Ratio - This is the difference in a portfolio's annualized return, for the past five years, and the annualized return for 90-day Treasury Bills, divided by the annualized standard deviation for the same time period. The statistic is a risk-adjusted return. The higher the value, the better.

R-Squared – Otherwise known as the *Coefficient of Determination*, this statistic, like beta, is a measure of a manager's movement in relation to the market. Generally, the R-Squared of a manager versus a benchmark is a measure of how closely related the variance of the manager returns and the variance of the benchmark returns are. In other words, the R-Squared measures the percent of a manager's return patterns that are "explained" by the market and ranges from 0 to 1. For example, an r-squared of 0.90 means that 90% of a portfolio's return can be explained by movement in the broad market (benchmark).

$$\text{R-Squared} = (r)^2$$

r = correlation coefficient

Sharpe Ratio – This statistic is computed by subtracting the return of the risk-free index (typically 91-day T-bill or some other cash benchmark) from the return of the manager to determine the risk-adjusted excess return. This excess return is then divided by the standard deviation of the manager. A manager taking on risk, as opposed to investing in cash, is expected to generate higher returns and Sharpe measures how well the manager generated returns with that risk. In other words, it is a measurement of efficiency utilizing the relationship between annualized risk-free return and standard deviation. The higher the Sharpe Ratio, the greater efficiency produced by this manager. For example, a Sharpe Ratio of 1 is better than a ratio of 0.5.

$$\text{Sharpe} = \frac{\text{Ann Rtn}(x) - \text{Ann Rtn}(R_f)}{\text{Standard Deviation of } x}$$

R_f = Risk-free rate

Standard Deviation - The degree of variability of a time series, such as quarterly returns, relative to the average. Standard deviation measures the volatility of the time series.

Tracking Error – A measure of the amount of active risk that is being taken by a manager. This statistic is computed by subtracting the return of a specified benchmark or index from the manager's return for each period and then calculating the standard deviation of those differences. A higher tracking error indicates a higher level of risk – not necessarily a higher level of return – being taken relative to the specified benchmark. Tracking error only accounts for deviations away from the benchmark, but does not signal in which directions these deviations occur (positive or negative).

TE = Standard Deviation of Excess Return

Disclosures

The analysis in this report was prepared utilizing data from third parties and other sources including but not limited to internal computer software and databases. Reasonable care has been taken to assure the accuracy of the data contained herein, and comments are objectively stated and are based on facts gathered in good faith. These reports do not constitute investment advice with respect to the sale or disposition of individual securities. Milliman disclaims responsibility, financial or otherwise, for the accuracy or completeness of this report.

This Milliman work product was prepared solely for the internal business use of our clients. Milliman's work may not be provided to third parties without Milliman's prior written consent.

Milliman does not intend to benefit any third party recipient of its work product, even if Milliman consents to the release of its work product to such third party.

Past performance is no guarantee of future results.

Unless explicitly stated in your Service Agreement, there should be no reliance on Milliman services to provide analysis or reporting on a daily basis, the changes to manager rankings, ratings or opinions thereon.

Unless explicitly stated in your Service Agreement, Milliman services are not intended to monitor investment manager compliance with individual security selection criteria, limits on security selection, and/or prohibitions to the holding of certain securities or security types.

Milliman provides a copy of its SEC Form ADV Part II to clients without charge upon request.

Contra Costa County Employees' Retirement Association

Flash Report

	Ending July 31, 2014						
	1 Mo	3 Mo	YTD	1 Yr	3 Yrs	5 Yrs	10 Yrs
Domestic Equity	**-2.7%**	**2.2%**	**2.5%**	**15.6%**	**16.5%**	**17.7%**	**9.1%**
Russell 3000	*-2.0%*	*2.7%*	*4.8%*	*16.4%*	*16.6%*	*17.1%*	*8.4%*
Ceredex	-6.2%	-1.0%	-1.9%	10.2%	--	--	--
Russell 2000 Value	*-6.0%*	*-1.3%*	*-2.1%*	*8.2%*	*13.6%*	*15.8%*	*8.1%*
Emerald Advisors	-7.6%	-1.7%	-7.1%	8.2%	14.4%	19.8%	10.6%
Russell 2000 Growth	*-6.1%*	*0.7%*	*-4.0%*	*8.9%*	*13.6%*	*17.2%*	*9.4%*
Intech Large Cap Core	-2.0%	2.8%	4.5%	16.2%	16.1%	16.7%	--
S&P 500	*-1.4%*	*3.0%*	*5.7%*	*16.9%*	*16.8%*	*16.8%*	*8.0%*
Jackson Square Partners	-0.8%	5.1%	4.9%	22.1%	18.3%	19.6%	--
Russell 1000 Growth	*-1.5%*	*3.5%*	*4.7%*	*18.7%*	*16.1%*	*17.3%*	*8.7%*
PIMCO Stocks+	-1.7%	2.9%	6.0%	17.3%	17.8%	19.1%	8.4%
S&P 500	*-1.4%*	*3.0%*	*5.7%*	*16.9%*	*16.8%*	*16.8%*	*8.0%*
Robeco Boston Partners	-0.9%	2.9%	4.6%	15.2%	19.5%	17.8%	10.4%
Russell 1000 Value	*-1.7%*	*2.3%*	*6.4%*	*15.5%*	*17.6%*	*17.0%*	*8.0%*
International Equity	**-1.6%**	**1.8%**	**4.1%**	**16.6%**	**7.6%**	**9.0%**	**7.2%**
MSCI ACWI ex USA	*-1.0%*	*2.6%*	*4.5%*	*15.5%*	*5.9%*	*8.8%*	*8.0%*
MSCI EAFE Gross	*-2.0%*	*0.8%*	*3.1%*	*15.6%*	*8.5%*	*9.9%*	*7.6%*
Pyrford	-1.9%	0.6%	--	--	--	--	--
MSCI ACWI ex USA Value	*-0.5%*	*3.1%*	*5.8%*	*17.6%*	*6.5%*	*8.5%*	*8.0%*
William Blair	-1.2%	3.0%	2.5%	14.3%	9.7%	--	--
MSCI ACWI ex USA Growth	*-1.5%*	*2.2%*	*3.2%*	*13.4%*	*5.2%*	*9.1%*	*7.9%*
Global Equity	**-0.4%**	**4.8%**	**5.3%**	**16.1%**	**9.3%**	**--**	**--**
MSCI ACWI	*-1.2%*	*2.8%*	*4.9%*	*15.9%*	*10.4%*	*12.1%*	*7.7%*
Artisan Partners	-0.4%	6.6%	4.5%	16.4%	--	--	--
MSCI ACWI	*-1.2%*	*2.8%*	*4.9%*	*15.9%*	*10.4%*	*12.1%*	*7.7%*
First Eagle	-1.5%	2.3%	5.6%	13.8%	10.8%	--	--
MSCI ACWI	*-1.2%*	*2.8%*	*4.9%*	*15.9%*	*10.4%*	*12.1%*	*7.7%*
Intech Global Low Vol	-2.2%	1.3%	4.9%	11.5%	--	--	--
MSCI ACWI	*-1.2%*	*2.8%*	*4.9%*	*15.9%*	*10.4%*	*12.1%*	*7.7%*
JP Morgan Global Opportunities	1.0%	5.9%	6.0%	18.6%	12.1%	--	--
MSCI ACWI	*-1.2%*	*2.8%*	*4.9%*	*15.9%*	*10.4%*	*12.1%*	*7.7%*

	Ending July 31, 2014						
	1 Mo	3 Mo	YTD	1 Yr	3 Yrs	5 Yrs	10 Yrs
Domestic Fixed Income							
Barclays U.S. Universal	*-0.3%*	*1.0%*	*3.9%*	*4.5%*	*3.6%*	*5.1%*	*5.1%*
Barclays Aggregate	*-0.3%*	*0.9%*	*3.7%*	*4.0%*	*3.0%*	*4.5%*	*4.8%*
AFL-CIO	-0.4%	1.3%	4.0%	4.5%	3.4%	4.6%	5.2%
Barclays Aggregate	*-0.3%*	*0.9%*	*3.7%*	*4.0%*	*3.0%*	*4.5%*	*4.8%*
Goldman Sachs Core Plus	-0.1%	1.3%	4.3%	5.8%	4.9%	5.9%	--
Barclays Aggregate	*-0.3%*	*0.9%*	*3.7%*	*4.0%*	*3.0%*	*4.5%*	*4.8%*
Lord Abbett	-0.2%	1.5%	5.0%	6.2%	5.3%	6.7%	--
Barclays Aggregate	*-0.3%*	*0.9%*	*3.7%*	*4.0%*	*3.0%*	*4.5%*	*4.8%*
PIMCO Total Return	-0.4%	1.1%	3.7%	4.4%	2.6%	6.0%	6.1%
Barclays Aggregate	*-0.3%*	*0.9%*	*3.7%*	*4.0%*	*3.0%*	*4.5%*	*4.8%*
High Yield							
Allianz Global Investors	-1.3%	0.3%	3.5%	7.3%	8.5%	12.0%	8.7%
ML HY Master II	*-1.3%*	*0.5%*	*4.2%*	*8.3%*	*8.3%*	*12.3%*	*8.6%*
Global Fixed Income							
Lazard	-0.9%	0.8%	4.1%	5.6%	1.7%	5.2%	--
Barclays Global Aggregate	*-0.9%*	*0.4%*	*4.0%*	*5.1%*	*1.6%*	*4.0%*	*5.0%*
Inflation Hedge							
CPI+400 bps	*0.3%*	*1.5%*	*4.6%*	*6.1%*	*5.9%*	*6.2%*	*6.5%*
PIMCO All Asset Fund	-0.6%	2.7%	6.7%	10.0%	--	--	--
CPI+400 bps	*0.3%*	*1.5%*	*4.6%*	*6.1%*	*5.9%*	*6.2%*	*6.5%*
Wellington Real Total Return	-0.7%	1.8%	3.6%	4.9%	--	--	--
CPI+400 bps	*0.3%*	*1.5%*	*4.6%*	*6.1%*	*5.9%*	*6.2%*	*6.5%*
Real Estate							
Real Estate Benchmark	*0.1%*	*3.6%*	*10.9%*	*12.4%*	*12.0%*	*13.4%*	*9.9%*
NCREIF (ODCE) Index	*1.0%*	*2.9%*	*6.5%*	*12.5%*	*12.7%*	*--*	*--*
NCREIF Property Index	*0.0%*	*2.9%*	*5.7%*	*11.2%*	*11.3%*	*9.7%*	*8.6%*
Adelante	0.2%	4.4%	18.7%	16.5%	12.0%	21.9%	9.5%
Wilshire REIT	*0.1%*	*3.7%*	*18.2%*	*12.7%*	*11.1%*	*21.6%*	*9.5%*
INVESCO Intl REIT	0.4%	6.0%	7.4%	13.4%	9.4%	11.2%	--
FTSE EPRA/NAREIT Dev. ex-US	*0.6%*	*6.4%*	*8.1%*	*14.2%*	*9.1%*	*11.7%*	*9.0%*

	Ending August 31, 2014						
	1 Mo	3 Mo	YTD	1 Yr	3 Yrs	5 Yrs	10 Yrs
Domestic Equity	**3.9%**	**4.1%**	**6.5%**	**23.0%**	**20.7%**	**17.8%**	**9.5%**
Russell 3000	*4.2%*	*4.7%*	*9.2%*	*24.7%*	*20.7%*	*17.2%*	*8.8%*
Ceredex	2.7%	1.4%	0.7%	17.5%	--	--	--
Russell 2000 Value	*4.3%*	*2.4%*	*2.2%*	*18.1%*	*18.8%*	*15.7%*	*8.4%*
Emerald Advisors	6.6%	4.9%	-1.0%	14.7%	21.0%	20.5%	11.6%
Russell 2000 Growth	*5.6%*	*5.3%*	*1.4%*	*17.3%*	*19.2%*	*18.3%*	*10.2%*
Intech Large Cap Core	4.1%	3.9%	8.8%	25.5%	19.7%	16.9%	--
S&P 500	*4.0%*	*4.7%*	*9.9%*	*25.2%*	*20.6%*	*16.9%*	*8.4%*
Jackson Square Partners	2.5%	4.4%	7.5%	26.2%	20.9%	19.9%	--
Russell 1000 Growth	*4.6%*	*5.0%*	*9.5%*	*26.3%*	*19.9%*	*17.8%*	*9.2%*
PIMCO Stocks+	4.7%	5.1%	11.0%	26.5%	22.3%	19.1%	8.9%
S&P 500	*4.0%*	*4.7%*	*9.9%*	*25.2%*	*20.6%*	*16.9%*	*8.4%*
Robeco Boston Partners	3.7%	4.3%	8.5%	23.6%	23.7%	17.5%	10.7%
Russell 1000 Value	*3.7%*	*4.6%*	*10.3%*	*24.4%*	*21.6%*	*16.6%*	*8.2%*
International Equity	**1.1%**	**1.1%**	**5.2%**	**20.2%**	**11.4%**	**8.7%**	**7.2%**
MSCI ACWI ex USA	*0.6%*	*1.2%*	*5.1%*	*17.8%*	*9.3%*	*8.2%*	*7.9%*
MSCI EAFE Gross	*-0.1%*	*-1.1%*	*2.9%*	*16.9%*	*11.9%*	*8.7%*	*7.5%*
Pyrford	1.5%	0.2%	--	--	--	--	--
MSCI ACWI ex USA Value	*0.2%*	*1.6%*	*6.0%*	*19.3%*	*10.0%*	*7.4%*	*7.9%*
William Blair	0.7%	2.0%	3.2%	18.4%	13.3%	--	--
MSCI ACWI ex USA Growth	*0.9%*	*0.9%*	*4.2%*	*16.2%*	*8.6%*	*8.9%*	*8.0%*
Global Equity	**2.2%**	**4.5%**	**7.7%**	**21.3%**	**12.7%**	**--**	**--**
MSCI ACWI	*2.2%*	*2.9%*	*7.2%*	*21.0%*	*14.1%*	*11.8%*	*7.9%*
Artisan Partners	3.8%	6.7%	8.6%	24.8%	--	--	--
MSCI ACWI	*2.2%*	*2.9%*	*7.2%*	*21.0%*	*14.1%*	*11.8%*	*7.9%*
First Eagle	1.4%	2.3%	7.1%	16.7%	12.6%	--	--
MSCI ACWI	*2.2%*	*2.9%*	*7.2%*	*21.0%*	*14.1%*	*11.8%*	*7.9%*
Intech Global Low Vol	3.1%	2.3%	8.2%	17.7%	--	--	--
MSCI ACWI	*2.2%*	*2.9%*	*7.2%*	*21.0%*	*14.1%*	*11.8%*	*7.9%*
JP Morgan Global Opportunities	1.3%	4.7%	7.4%	23.0%	16.5%	--	--
MSCI ACWI	*2.2%*	*2.9%*	*7.2%*	*21.0%*	*14.1%*	*11.8%*	*7.9%*

	Ending August 31, 2014						
	1 Mo	3 Mo	YTD	1 Yr	3 Yrs	5 Yrs	10 Yrs
Domestic Fixed Income							
Barclays U.S. Universal	*1.1%*	*0.9%*	*5.0%*	*6.3%*	*3.6%*	*5.1%*	*5.0%*
Barclays Aggregate	*1.1%*	*0.9%*	*4.8%*	*5.7%*	*2.9%*	*4.5%*	*4.7%*
AFL-CIO	0.9%	0.9%	5.0%	6.3%	3.3%	4.6%	5.1%
Barclays Aggregate	*1.1%*	*0.9%*	*4.8%*	*5.7%*	*2.9%*	*4.5%*	*4.7%*
Goldman Sachs Core Plus	0.9%	1.1%	5.2%	7.3%	4.7%	5.9%	--
Barclays Aggregate	*1.1%*	*0.9%*	*4.8%*	*5.7%*	*2.9%*	*4.5%*	*4.7%*
Lord Abbett	1.0%	1.1%	6.1%	7.8%	5.3%	6.6%	--
Barclays Aggregate	*1.1%*	*0.9%*	*4.8%*	*5.7%*	*2.9%*	*4.5%*	*4.7%*
PIMCO Total Return	1.0%	0.9%	4.7%	6.2%	4.1%	5.7%	6.0%
Barclays Aggregate	*1.1%*	*0.9%*	*4.8%*	*5.7%*	*2.9%*	*4.5%*	*4.7%*
High Yield							
Allianz Global Investors	1.4%	0.9%	4.9%	9.2%	10.6%	12.1%	8.7%
ML HY Master II	*1.5%*	*1.0%*	*5.8%*	*10.6%*	*10.4%*	*12.2%*	*8.6%*
Global Fixed Income							
Lazard	0.4%	0.4%	4.5%	7.4%	1.6%	4.9%	--
Barclays Global Aggregate	*0.5%*	*0.4%*	*4.6%*	*6.2%*	*1.3%*	*3.7%*	*4.8%*
Inflation Hedge							
PIMCO All Asset Fund	1.3%	2.1%	8.0%	13.2%	--	--	--
Wellington Real Total Return	0.3%	0.3%	3.8%	6.7%	--	--	--
Real Estate							
Real Estate Benchmark	*1.2%*	*3.3%*	*12.2%*	*17.1%*	*13.0%*	*12.8%*	*9.8%*
NCREIF Property Index	*0.0%*	*2.9%*	*5.7%*	*11.2%*	*11.3%*	*9.7%*	*8.6%*
Adelante	3.3%	4.6%	22.6%	27.5%	15.2%	20.0%	9.1%
Wilshire REIT	*2.8%*	*4.0%*	*21.5%*	*24.5%*	*14.3%*	*19.0%*	*8.9%*
INVESCO Intl REIT	1.0%	3.0%	8.5%	17.0%	12.4%	10.8%	--
FTSE EPRA/NAREIT Dev. ex-US	*0.2%*	*2.4%*	*8.3%*	*16.6%*	*11.7%*	*10.8%*	*8.6%*

Milliman | INVESTMENT CONSULTING

650 California Street, 17th Floor
San Francisco, CA 94108
USA

Tel +1 415 403 1333
Fax +1 415 403 1334

milliman.com

Memorandum

September 9, 2014

To: Contra Costa County Employees' Retirement Association Board of Retirement
From: Marty Dirks, Bob Helliesen, Dorian Young
Subject: **CCCERA Q1 2014 Performance Report**

We have issued a revised CCCERA Q1 performance report which differs slightly from the original Q1 report in two figures:

	Original Q1 Performance	Revised Q1 Performance
Total Fund Return	2.7%	2.6%
Real Estate	8.8%	7.6%

Milliman uses InvestorForce to generate performance reports. InvestorForce is used by many leading institutional investment consulting firms to report on over $3.5 trillion of assets for over 3,500 institutional plans.

On August 25th InvestorForce informed Milliman that a programming error in its system could have caused inaccurate calculations at the "group" levels in performance reports. Upon investigation, Milliman determined that indeed the InvestorForce error had caused inaccurate Q1 performance calculations being shown in the CCCERA Q1 report for two groups: Real Estate and Total Plan

In addition, Milliman inadvertently omitted Siguler Guff Distressed Real Estate Opportunities II and Paulson Real Estate II from the original Q1 report (both funds' initial calendar quarter). These omissions had minor impact on group totals, because the invested amount in these two funds was small. Additionally, after we produced the Q1 report, Torchlight resubmitted their data causing our revised report to show a different number. These revised Q1 performance results are fully reflected in the CCCERA Q2 performance report.

CONTRA COSTA COUNTY CCCERA
Employees' Retirement Association

Meeting Date
~~09/10/14~~
~~Agenda Item~~
~~#8~~

MEMORANDUM

MEETING DATE
SEP 17 2014
AGENDA ITEM
#11

Date: September 10, 2014

To: CCCERA Board of Retirement

From: Kurt Schneider, Deputy Retirement Chief Executive Officer

Subject: Request for Proposal (RFP) for CCCERA Website Redesign

---

In January 2014, staff conveyed to the Board the importance of a new website for CCCERA. At that time the Board requested more information about the scope of the project and what services CCCERA would be requesting. The following is a summary of the Statement of Work that will be included in the RFP.

CCCERA desires a completely overhauled and redesigned site that ultimately will allow CCCERA staff to easily upload several types of assets including Word documents, PDFs, images, video, audio, fillable forms and more. The newly designed website must provide ease-of-use for active and retired CCCERA members, employers, and the public. The new site also must have a fresh and modern look that has the capability of integrating and sharing social media campaigns.

The new site must incorporate optimal information architecture (labeling, hovering, etc.) as well as technical architecture (search engine optimization, etc.). Response speeds should be as fast as possible and the design should be responsive across all platforms.

CCCERA desires these general and overall improvements for its redesigned website:

- Overall look that incorporates a modern, "flat" design with clean lines and consistent colors.
- User friendly design – especially for older retirees who may not be as willing to "search" for needed information.
- Fillable form functionality with future capabilities that would allow possibility of signature verification that might eventually allow online form submittal and other e-based use.
- Site designer-led training should allow CCCERA staff to easily perform routine content management and selected staff to perform more complicated tasks. Such training should be integrated into proposal.
- High-speed upload/download times.
- Cross-platform functionality.

- Password protected Board member accounts where trustees can access their own meeting materials and other information.
- Analytic and data gathering tools.
- Social media integration.
- Fully searchable with links between pages as needed.
- State-of-the-art security and encryption

Staff requests the authorization of the Board to issue an RFP to seek the services of an experienced web design company to complete the comprehensive redesign and deployment of CCCERA's website.

REQUEST FOR PROPOSAL (RFP)

WEBSITE REDESIGN, DEVELOPMENT, IMPLEMENTATION
AND HOSTING FOR
CONTRA COSTA COUNTY EMPLOYEES' RETIREMENT
ASSOCIATION (CCCERA)

RFP Opening date:
Monday, XXX X, 2014

Proposal Submission Deadline:
5 p.m. Friday, XXX X, 2014

TABLE OF CONTENTS

1.0 INTRODUCTION

1.1 Background

The Contra Costa County Employees' Retirement Association (CCCERA) is a contributory defined benefit plan initially organized under the provisions of the County Employees' Retirement Law of 1937 on July 1, 1945. CCCERA administers the retirement system for Contra Costa County and 16 other independent governmental districts within the county. CCCERA has current assets under management of $6.5 billion and serves more than 20,000 workers and retirees. It provides benefits upon retirement, death or disability of members. CCCERA is governed by its own board and is an independent governmental entity separate and distinct from the County of Contra Costa. CCCERA's Board of Retirement is a 12-member board that operates with three alternates.

CCCERA is seeking proposals to redesign, develop, implement and host its current website cccera.org. Although others may and do view and use CCCERA's website, its primary and target audience is the organization's approximately 20,000 members.

1.2 General Scope of Project

CCCERA is seeking the services of an experienced web design company to complete the comprehensive redesign and deployment of the organization's website, cccera.org. The successful proposal will address the issues included in the Statement of Work (2.0) in the most cost-effective way possible.

CCCERA is committed to reinvigorating its website design to include a fresh, innovative and easily navigable style that promotes easy access to information and a user friendly experience.

The successful proposal will include evidence of experience as well as evidence of strategies that best combines the worlds of form and function.

1.3 Overview of Submission Requirements

Questions and clarification may be obtained by contacting Kurt Schneider at (925) 521-3960. Final proposals must be received in the CCCERA office no later than 5 p.m. Friday XXX X, 2014. A submitting firm must submit one (1) original and three (3) paper hard-copies of its proposal with each packaged and clearly marked. Although paper proposals are required, submitters also may include multi-media supplements including (but not limited to) CDs, DVDs, and Portable Hard Drives. Each of the four (4) paper proposal should include its own supplementary materials. Please DO NOT include link information to Internet-based supplements. Such links will not be considered by the proposal consideration team.

Submit proposals by the deadline via US mail or in person to:

Contra Costa County Employees' Retirement Association
C/O Kurt Schneider
1355 Willow Way, Suite 221
Concord, CA 94520

2.0 STATEMENT OF WORK

This document includes only a preliminary statement of work and is not indicative of a final such statement. A final Statement of Work will be developed by CCCERA and the successful proposer. Despite limited Statement of Work prior to awarding of project, all proposals should include a detailed timeline including redesigned website launch date.

Please note: CCCERA's current website was designed in-house and operates on a Dreamweaver-based platform. Although the current site includes an enormous cache of important information for both employers and Association members, it is not easily navigable or intuitively workable. Further, the overall design lacks a modern and professional look and feel.

CCCERA desires a completely overhauled and redesigned site that ultimately will allow agency employees to easily upload several types of assets including Word documents, PDFs, images, video, audio, fillable forms and more. The newly designed website must provide ease-of-use for active and retired CCCERA members, employers, and the public. The new site also must have a fresh and modern look that has the capability of integrating and sharing social media campaigns.

The new site must incorporate optimal information architecture (labeling, hovering, etc.) as well as technical architecture (SEO, crawlability, indexation, canonicalization, robot exclusion, etc.). Response speeds should be as fast as possible and the design should be responsive across all platforms.

2.1 General Desired Enhancements

Outside the scope of improvements for individual pages, CCCERA desires these general and overall improvements for its redesigned website.

A. Overall look (beginning with "Home" page and continuing throughout the site) that incorporates a modern, "flat" design with clean lines and consistent colors (colors TBD).
B. User friendly design – especially for older retirees who may not be as willing to "search" for needed information.
C. Fillable form functionality with future capabilities that would allow possibility of signature verification that might eventually allow online form submittal and other e-based use.
D. Site designer-led training should allow CCCERA staff to easily perform routine content management and selected staff to perform more complicated tasks. Such training should be integrated into proposal.
E. High-speed upload/download times.

F. Cross-platform functionality.
G. Password protected Board member accounts where trustees can access confidential meeting materials and information.
H. Analytic and data gathering tools.
I. Social media integration.
J. Fully searchable with links between pages as needed.
K. State-of-the-art security and encryption
L. Web interface options that can accommodate individuals with disabilities in accordance with the Americans with Disabilities Act (ADA). See rules and an example at http://www.ada.gov/websites2_prnt.pdf.
M. Public access to all of the features on the website is not dependent on specific browser, that is, the web interface is browser agnostic and works with commonly used browsers found on Windows, Linux and Mac computer systems (Internet Explorer, Firefox, Chrome, Safari…).
N. Pages and features **compatible with limited bandwidth access** by the public.
O. Capability of the website administrator staff to report website maintenance activity and statistics (updates, downloadable documents, web pages, number of visits and broken links.)
P. Annual support and maintenance of the website. Services such as refreshing the design elements, updating of technology in the website design, engineering, search engine optimization, content management. CCCERA would like to have these elements included with this project beginning with the first day of "go live" for the website for 1 year and, as an optional ongoing item and cost, the continuation of this support in 1 year increments thereafter.
Q. The implementation must be accomplished in a manner that minimizes disruption of business via the Internet.

2.2 Sample Site Organizational Structure

The authors of the winning proposal are asked to serve in functional and advisory capacities during the CCCERA website redesign. Therefore, the following individual page suggestions are meant to serve as a general guideline for proposal submitters.

CCCERA understands page details and indeed overall details may change as the Statement of Work is designed and vetted. Even after the Statement of Work is finalized designers will be asked and expected to lend both aesthetic and practical expertise to the project. The information below represents current CCCERA expectations. It is understood however, that CCCERA and the Contractor will work together to develop the final website design and components.

Website design shall include:

A. Home Page

The home page is the showcase of the website redesign and should be especially visually pleasing, clean and easy to navigate. The new design should include CCCERA brand colors and a large standalone graphic (photo) with navigable side, top and bottom bars. Buttons should be hoverable with drop down menus. Predominant side buttons are for each of our types of users and should include:

- New Hires
- Retirees
- Active Members
- Employers
- Deferred Members

Top bar hoverable buttons should include (but may not be limited to)

- Forms
- Publications
- Investments
- Board
- Stats at a Glance
- About CCCERA
- News and Updates
- Pension Calculator
- Contribution Rates
- Search

Bottom bar items should include (but may not be limited to)

- Site Index
- Contact Us
- Employment at CCCERA
- Search

B. Individual "Interior" Pages

Each page linked from the home page will follow stylistic guidelines established on the website home page. Pages will include appropriate security measures as well as functionality that allows uploads from designated staff members and easy downloads for customers as needed. Capabilities such as customer comments, organization blogs, possible customer submissions, "chat" feature, contact forms and more will be part of the design discussion with expert opinion expected from Contractor and ultimate system-wide functions determined and authorized by CCCERA.

C. Additional Required Services

In addition to pre-design, design and post-design services of Contractor, the following services will or may be required (These possibilities should be factored into the Proposer's fee structure.):

- Approval process may require Contractor's attendance at a meeting of CCCERA's Retirement Board. A presentation to Board trustees may also be required.

- Contractor will meet regularly with CCCERA's website development team before, during, and after the website build.
- Contractor will provide up to three (3) training sessions for staff members who will be tasked with uploading to and providing routine maintenance for website.
- Contractor will provide a two-week testing period during which CCCERA staff will test, evaluate and suggest any needed changes for website before going live with new design. Any needed corrections or compliance deficiencies will be corrected within 10 (business) days of the close of the testing period.
- Contractor will provide backup, catastrophic recovery, troubleshooting and on-call service for the website for a period to be determined in final Scope of Work document.

3.0 PROPOSAL REQUIREMENTS

All firms submitting a proposal must adhere to the following format. All requested information and documentation must be included in the final proposal. **Failure** to meet minimum qualifications, follow format, include information or meet deadline will result in **disqualification from the formal review process.**

3.1 Minimum Qualifications

To qualify to take part in CCCERA's website redesign RFP process, Contractors must meet the following criteria:

- Five (5) or more years experience (As of September 1, 2014) providing web design, development, implementation, web hosting and related services similar in scope to the project proposed in this RFP. Legality as a business entity must be verifiable via business license.
- Ability to provide a list of three (3) verifiable client references.
- Proposer's office must be located in close enough proximity to CCCERA to allow easy availability to for frequent, sudden, urgent or emergency meeting or help situations. Suggestion is no more than 150 miles from CCCERA's office in Concord, California.
- Proposer's personnel assigned to the CCCERA project each must have at least five (5) years experience in web design, development and implementation. Not all five years experience need to have been with Proposer.

3.2 Proposal Format

A total of **four (4)** separate hard copies of a firm's proposal must be packaged together, clearly marked, and delivered in person or via US mail by **5 p.m. PST on XXX X, 2014** to the CCCERA office:

1355 Willow Way, Suite 221
Concord, CA 94520

Late, incomplete and improperly formatted proposals will be disqualified from consideration. Multi-media items including (but not limited to) CDs, DVDs, and Portable Hard Drives may be included as addendums, but such items are **NOT** a substitute for hard copy proposals. All pages of the proposal should include a footer indicating the name of the firm and page number. Individual sections should be labeled.

3.2.1 Section 1: Cover Letter

Cover letters must include:

- Name, address and other contact information (including relevant email address(s)) of proposing firm
- Name and contact information of project lead
- Proposer's Federal Employer Identification number and Corporate Identification number if applicable.
- Printed name, title and signature of individual(s) authorized to bind the Proposer contractually. Signature should follow this verbiage (statement must be printed on cover letter) ***"My (our) signature(s) on this cover letter certify the information contained in this proposal is accurate and that all addendums submitted with this proposal are likewise certified to be true and binding upon the Proposer."***

  Unsigned cover letters lacking the above verbiage will be cause for rejection of the proposal.

3.2.2 Section 2: Table of Contents

Each proposal must contain a table of contents. Table of contents should include noting any information deeded "proprietary." Any such information also should be clearly marked "PROPRIETARY' on the relevant respective page(s). While CCCERA strives to preserve such information, please note that following awarding of contract, all proposals become public information and proprietary designation may not preclude its disclosure.

3.2.3 Section 3: Firm's Experience

Provide explanation of submitting firm's experience providing services similar in scope to CCCERA's RFP. Include:

- Relevant examples of similar, completed projects
- Any related photos, etc.
- Relevant dates, timelines for completion, scope of work, etc. for such projects

3.2.4 Section 4: Principal Resumes

Provide narrative explaining roles of any involved firm personnel expected to be involved in the CCCERA website project. Include brief explanations of individual expertise. Resumes of all principals to be involved in the project should be included.

3.2.5 Section 5: Work Plan

Given the General Desired Enhancements included in this RFP, include a work plan that includes (but is not limited to) these elements:

- Explanation of your general approach to this type of project
- Description of approach to the tasks listed under 2.0 of this RFP
- Explanation of phases Proposer deems necessary for this task.
- Realistic timeline for each individual phase and total completion of project.
- Any other relevant information that would help evaluators understand Proposer's technique, needs, expectations, capabilities, and requirements.

3.2.6 Section 6: Projected Cost

Projected project cost will be a major – but not the only – criteria in CCCERA's selection process. Therefore, the Projected Cost section of the proposal should include:

- Short opening narrative that includes total cost in its closing sentence.
- Line item costs (as far as possible) for components/phases of project
- Final cost again reflected in total of line items

  PLEASE NOTE: Costs included in the winning proposal are final and binding. Any overages sought must be presented in writing to the Board of Retirement and approved by a two-thirds majority of the Board.

  Payments to winning proposer will be made as follows:

  - One-third of total cost paid "up-front" to begin project.
  - Monthly payments totally no more than one-third total costs paid throughout the build process.
  - Final one-third paid within 10 (work) days of website launch.

3.2.7 Section 7: Required Addendums

Required (and included in RFP packet) addendums should be ordered as follows:

- ***Addendum A:*** Photocopy of Business License(s) that prove Proposer has been providing web design, implementation and hosting services for at least five (5) years as of September 1, 2014.
- ***Addendum B:*** Client References and list of websites
- ***Addendum C:*** Resumes of all personnel to be involved in CCCERA website project
- ***Addendum D:*** Authorized/Key Personnel
- ***Addendum E:*** Suggested timeline for all phases of the project, testing period and launch date

4.0 GENERAL TERMS AND CONDITIONS

The following general terms and conditions apply to receipt and execution of this RFP

4.1 RFP Acceptance

Late Proposals (Reaching CCCERA office 5:01 pm XXX X, 2014 and later) will not be accepted. Incomplete, improper and unsigned proposals also will be rejected. Questions regarding this RFP will be accepted until ten (10) business days (5 pm) prior to final submission deadline.

Call Kurt Schneider with questions at (925) 521-3960 or email him at: kschneider@ret.cccounty.us

- All proposals will be date and time stamped as they are received
- All proposals will be kept together throughout evaluation period
- CCCERA strives for transparency and while proposals are held in confidence throughout the evaluation process, once the contract is awarded all proposals are considered public information. Any information included in the proposal that is deemed "proprietary" should be marked as such – but please note that although CCCERA will seek to preserve proprietary information, such marking does not necessarily preclude its disclosure.

4.2 RFP Confidentiality

All responses to this RFP become the property of CCCERA and will be kept confidential until such time as a recommendation for award of a retainer agreement has been announced. Thereafter, submittals are subject to public inspection and disclosure under the California Public Records Act. If a respondent believes that any portion of its submittal is exempt from public disclosure, such portion may be marked "confidential." CCCERA will use reasonable and legally permissible means to ensure that such confidential information is safeguarded to the extent that CCCERA, in its independent judgment, concludes that the information is in fact exempt from disclosure, but CCCERA will not be liable for inadvertent disclosure of such materials, data and information. Proposals marked "confidential" in their entirety will not be honored and CCCERA will not deny public disclosure of all or any portion of submittals so marked.

By submitting information with portions marked “confidential”, the respondent represents it has a good faith belief that such material is exempt from disclosure under the California Public Records Act and agrees to reimburse CCCERA for, and to indemnify, defend and hold harmless CCCERA, its officers, fiduciaries, employees and agents from and against: (a) any and all claims, damages, losses, liabilities, suits, judgments, fines, penalties, costs and expenses including, without limitation, attorneys’ fees, expenses and court costs of any nature whatsoever (collectively, “Claims”) arising from or relating to CCCERA’s non-disclosure of any such designated portions of a proposal if disclosure is deemed required by law or court order.

4.3 RFP Withdrawal
CCCERA retains at all times the right to withdraw or cancel this RFP, to refuse to accept a proposal from any respondent, and to modify or amend any part of this RFP.

4.4 Proposal Withdrawal
Respondents may withdraw all or any portion of a proposal at any time during and after the review and award process up to ratification of an agreement between CCCERA and the designated agency.

4.5 Applicable Laws Shall Apply
The contract awarded shall be governed in all respects by the laws of the State of California and any litigation with respect thereto shall be brought in the courts of the State of California. The company awarded the contract related to this RFP shall comply with applicable federal, state, and local laws and regulations.

4.6 Indemnification
The successful vendor shall agree to indemnify, hold harmless and defend CCCERA from and against liabilities, losses, damages and claims arising out of the negligence or willful misconduct of the vendor.

4.7 Collusion Among Respondents
Each respondent, by submitting a proposal, certifies that it is not party to any collusive action or any action that may be in violation of state or federal law.

4.8 One Submittal Per Company
Only one (1) proposal per company is permitted. If a company is found to have submitted more than one proposal under different names or names of company subdivisions, all submitted proposals will be disqualified from consideration.

4.9 Proposal Costs

Costs associated with developing proposals and in anticipation of award of the CCCERA website redesign agreement are entirely the responsibility of the Proposers and shall not be charged to CCCERA.

4.10 Reasonable Cause Rejection

CCCERA reserves the right to reject all proposals for reasonable cause. If the costs of all proposals are deemed excessive, CCCERA is not required to award an agreement.

5.0 EVALUATION PROCESS

All proposals must pass an initial screening to determine if they have met the conditions set forth within the RFP. **<u>Proposals found to be noncompliant will be rejected.</u>** Proposals passing the initial screening will be reviewed and evaluated by the "Website Redesign Committee." The Committee will be comprised of CCCERA staff members involved with overseeing or maintaining the organization's current website.

Awarding of the contract for CCCERA website redesign and execution will be based on the criteria below. A negotiated contract will be awarded to the agency that best meets these criteria at a reasonable price, not necessarily the lowest price.

Evaluation Criteria include:

- **Competence**. Demonstrated competence and professional qualifications as outlined in this RFP necessary to successfully perform the work required by CCCERA.
- **Recent and Related Experience.** Recent experience, including client references indicating successful completion of similar projects.
- **Experienced and Qualified Personnel.** Demonstrable skill and experience in RFP required categories by personnel to be assigned to the project.
- **Quality of References**. Level of satisfaction of references provided and design/functionality of similarly sites designed by Proposer.
- **Proposed approach** in completing work.
- **Fee Structure.** How reasonable and competitive is fee structure proposed by firm?
- **Finalist Interview/Demonstration**. At CCCERA's discretion, up to three (3) of the highest-scoring proposers may be invited to participate in a Finalist Interview/Demonstration at CCCERA's offices in Concord, CA. Specifics, including length of interview/demonstration and expectations, will be provided at least two (2) weeks prior to the interview date for those firms selected to take part in the process.

6.0 POST SELECTION PROTOCOL

If, at any time during the RFP process, CCCERA determines that, in its opinion, the results of the process are unsatisfactory, CCCERA reserves the right to discontinue the process and decline to award an agreement.

Any award made is subject to final negotiations.

Following contract award:

- All proposers will be notified of the outcome of the RFP.
- All copies of all proposals remain with CCCERA and become its property. See Section 5.1 of this RFP.
- All proposals fall under public “Right to Know” laws and following rewarding of contract will be available, upon request, for public scrutiny.