

Dear Investor:

The Carlyle Group ("Carlyle") is a signatory to the New York Attorney General's Public Pension Fund Reform Code of Conduct (as it may be amended, amended and restated, or supplemented from time to time with respect to Carlyle, the "Code").

In connection with Carlyle's obligations under the Code, [***Insert Name of General Partner***], the general partner of [***Insert Name of Partnership***] (the "Partnership") hereby certifies to the undersigned investor (the "Investor") that, as of the date hereof, all provisions of the Code are in full force and effect and that, to the best of its knowledge after making such inquiries as are required by the Code, Carlyle is in compliance therewith and will continue to remain in compliance with Paragraph 3 thereof throughout the term of the Partnership.

In addition, the Investor hereby acknowledges and agrees as follows:

(a) the Investor acknowledges and agrees that, notwithstanding the foregoing, Paragraphs 19 through 23 of the Code are inapplicable to the Partnership and that conflicts of interest matters are addressed in [Section 4.6] of the [Amended and Restated Limited Partnership Agreement of the Partnership], as contemplated by Paragraph 24 of the Code;

(b) the Investor acknowledges and agrees pursuant to Paragraph 15 of the Code that confidential or sensitive information about the Investor may be disclosed in connection with the activities of the Partnership; and

(c) the Investor acknowledges that (i) the disclosures made by Carlyle pursuant to the Code (including, *inter alia*: disclosures of political contributions by, and certain other information regarding, certain Carlyle personnel; disclosures of third-party compensation paid by Carlyle in connection with an investment by a Public Pension Fund; and an annual certificate of Carlyle's compliance with the Code) are made available for review on Carlyle's website (<http://www.carlyle.com>); (ii) such disclosures will be updated regularly and will remain available for review on such website; and (iii) a copy of the Code is available upon request.

Very truly yours,

[***Insert Name of General Partner***]

By: [***Insert Name of GP-GP***]

By: _____

Name:

Title:

Agreed and Accepted:

(Print Name of Public Pension Fund Investor)

By: _____

Name:

Title: