

CalPERS

Monthly Update – Investment Compliance

MONTH ENDED MAY 31, 2015

CalPERS Monthly Update - Investment Compliance

As of May 31, 2015

Items Completed Under Delegated Authority

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Investment Transactions

Items Completed Under Delegated Authority *(for the month ended May 31, 2015)*

Program Area	Name of Investment	Commitment (million)	Initial Funding Date of Partnership	Complies with Delegation Number
Private Equity	Blackstone Capital Partners VII	\$500	May-15	07-02-INV II.B.3

Disclosure of Placement Agent Fees (for the month ended May 31, 2015)

Firm Name	Apollo Capital Management, L.P. (together with its affiliates, "Apollo")
Asset Class	Private Equity
Fund	Apollo Special Situations Managed Account (the "Investment")
Placement Agent / Firm	Stephanie Drescher, Member of Apollo's full time staff of marketing and investor relations personnel. Heather Berger, Member of Apollo's full time staff of marketing and investor relations personnel.
Registered with U.S. or non-U.S. financial regulatory authority	Ms. Drescher is registered with the Financial Industry Regulatory Authority, Inc. ("FINRA") and licensed in 53 U.S. states and territories through Apollo. She holds a FINRA Series 7 license, a FINRA Series 24 license and a FINRA Series 63 license with respect to 53 U.S. states and territories. Ms. Berger is registered with FINRA and licensed in 53 U.S. states and territories. She holds a FINRA Series 7 and a FINRA Series 63 license with respect to 53 U.S. states and territories.
Registered Lobbyist(s)	Stephanie Drescher is registered as a lobbyist in the following jurisdictions: California and New York City. Heather Berger is registered as a lobbyist in the following jurisdiction: California.
Estimated Placement Agent Compensation	<p>None of the Identified Persons are compensated on a commission, contingent, percentage or other similar basis in connection with the Investment. Instead, they are compensated with an annual salary, bonus and/or related or similar compensation that is paid to them irrespective of the Investment. Nevertheless, based on the number of hours spent liaising with CalPERS personnel over the course of 2014 and the number of hours spent to date (and to be spent until consummation of the Investment) in 2015, in each case, in connection with the investment, the approximate annual salary and bonus paid and to be paid to the Identified Persons, allocable to efforts undertaken by such Identified Persons to secure the Investment on behalf of Apollo, are as follows:</p> <ul style="list-style-type: none"> • Stephanie Drescher: \$95, 167 • Heather Berger: \$63,042 <p>The foregoing calculation is based on Apollo's estimate of the hours described above (both in 2014 and 2015) and assumes that (i) each Identified Person worked 3,000 hours in 2014 and will work 3,000 hours in 2015, and (ii) the annual salary and bonus received by each Identified Person in 2015 will be the same as his or her annual salary and bonus in 2014.</p> <p>Please note that certain of the identified Persons were eligible for compensation (in addition to salary and bonus) in 2014 based on the overall performance of funds sponsored, managed or advised by Apollo and may be eligible for similar compensation in 2015; however, the value of this compensation for 2015 is not presently ascertainable. None of this compensation was or is contingent upon the decision of any particular investor to invest in the Fund.</p>
Disclosed Campaign Gifts and Contributions	None
Notes	This transaction was reported in closed session of March 2015.
Transaction Type	New

*This information is provided directly from the Placement Agent Disclosure Form as submitted to CalPERS.

Disclosure of Placement Agent Fees (for the month ended May 31, 2015)

Cerberus Capital Management, L.P.	Cerberus Capital Management, L.P.
Private Equity	Private Equity
Cerberus CP Partners II, L.P.	Cerberus CP Partners VI, L.P.
Seth Plattus, Employee of Cerberus Capital Management, L.P. Greg Gordon, Employee of Cerberus Capital Management, L.P. Catherine Brossard, Employee of Cerberus Capital Management, L.P.	Seth Plattus, Employee of Cerberus Capital Management, L.P. Greg Gordon, Employee of Cerberus Capital Management, L.P. Catherine Brossard, Employee of Cerberus Capital Management, L.P.
Cerberus Capital Management, L.P. and its affiliate, Cerberus Sub-Advisory I, LLC, are each registered as an investment adviser with the U.S. Securities and Exchange Commission. Cerberus Capital Management II, L.P., Cerberus Institutional Management II, LLC and Partridge Hill Overseas Management, LLC are each registered as commodity pool operators with the U.S. Commodity Future Trading Commission.	Cerberus Capital Management, L.P. and its affiliate, Cerberus Sub-Advisory I, LLC, are each registered as an investment adviser with the U.S. Securities and Exchange Commission. Cerberus Capital Management II, L.P., Cerberus Institutional Management II, LLC and Partridge Hill Overseas Management, LLC are each registered as commodity pool operators with the U.S. Commodity Future Trading Commission.
The following individuals are registered as lobbyists in the following Jurisdictions: Seth Plattus California, Kentucky, Michigan and Pennsylvania Greg Gordon California, Kentucky, Michigan and Pennsylvania Catherine Brossard California, Kentucky, Michigan and Pennsylvania	The following individuals are registered as lobbyists in the following Jurisdictions: Seth Plattus California, Kentucky, Michigan and Pennsylvania Greg Gordon California, Kentucky, Michigan and Pennsylvania Catherine Brossard California, Kentucky, Michigan and Pennsylvania
The amount of compensation specifically allocable to the CalPERS investment and paid to the Placement Agents was \$7,900.00.	The amount of compensation specifically allocable to the CalPERS investment and paid to the Placement Agents was \$7,900.00.
None	None
This transaction was reported in closed session of March 2015.	This transaction was reported in closed session of March 2015.
New	New

*This information is provided directly from the Placement Agent Disclosure Form as submitted to CalPERS.

Disclosure of Placement Agent Fees (for the month ended May 31, 2015)

Firm Name	TPG STAR GenPar, L.P.
Asset Class	Private Equity
Fund	TPG STAR, L.P.
Placement Agent / Firm	<p>Jack Weingart – Mr. Weingart is a Partner of TPG. James Gates – Mr. Gates is a partner of TPG and a member of the firm's Management Committee. Peter McMillan- Mr. McMillan is a partner of TPG. Charles Froeb – Mr. Froeb is a partner of TPG. Robert Weaver - Mr. Weaver is a Partner and is based in New York City. Dan Carroll- Mr. Carroll is a partner of TPG. Yeatts Anderson- Prior to joining TPG in 2014, Mr. Anderson was a Vice President at Ridgement Equity Partners. Brian D'Arcy – Mr. D'Arcy joined TPG in 2011 from Goldman, Sachs & Co., Alastair Bushby- Mr. Bushby is a Vice President in the Funding team where he is responsible for TPG Growth, Biotech and ART funds. Arnab Chatterjee- Mr. Chatterjee joined TPG as an analyst in July 2013. Magnus Christensson – Mr. Christensson joined TPG in 2011. Patrick Cronin- Prior to joining TPG in 2014, Mr. Cronin was Vice President at Blackstone in the Hedge Fund Solutions Group. Lizzy Danhaki - Lizzy Danhaki joined TPG as an Associate in August 2013. Erin Dobbs - Ms. Dobbs is an Associate based in New York. Josh Evans – Mr. Evans joined TPG in 2010 from Evercore Partners. Joseph Fuda – Mr. Fuda joined TPG in 2012 and is based out of the firm's New York office. Amy Gussin- Prior to joining TPG in 2014, Ms. Gussin was a Vice President at Credit Suisse Private Banking Services. Gloria Herbert- Prior to joining TPG in 2014, Ms. Herbert worked at Goldman Sachs in the Fixed Income Coporate Derivatives group. Griffin Howard - Griffin Howard joined TPG in 2011 and is based out of the firm's San Francisco office. Charlie Madden – Mr. Madden joined TPG as an Analyst in July 2014. Ahsha Merson – Ahsha Merson joined TPG Funding in 2013 and is based out of the firm's San Francisco office Jen Morais – Prior to joining TPG in 2013, Ms. Morais was Senior Principal in the Funds & Secondaries group at Canada Pension Plan Investment Board (CPPIB). Justin Nunez – Mr. Nunez is a Vice President of TPG and joined the firm in June 2014. Erin O'Donovan – Prior to joining TPG in 2005, Ms. O'Donovan was Vice President in the Private Equity Group of Goldman, Sachs & Co. based in London and New York. Catherine Quinn – Ms. Quinn joined TPG Funding in July 2014 and is based at out of the Firm's San Francisco office. Ashley Rape- Prior to joining Brooklands Capital Strategies in 2014, Ms. Rape worked as a Management Associate at Bridgewater Associates. Meghan Reynolds – Prior to joining TPG in 2010, Ms. Reynolds was Vice President and Co-Chief Operating Officer of Product Management for the Alternative Investments & Manager Selection Group of Goldman, Sachs & Co. Jennifer Shah – Jennifer joined TPG in 2013 from the Private Equity Group at Goldman Sachs, Hong Kong. Elena Stark - Prior to joining TPG in 2013, Elena Stark was an analyst at Bank of America Merrill Lynch in New York. Kirk Syme- Prior to joining Brooklands Capital Strategies in 2014, Mr. Syme was a Principal at Weston Presidio. Lisa Westley- Ms. Westley has worked at TPG capital since 2005, initial as the Chief Operating Officer of TPG Asia-Pacific private equity business and subsequently in a variety of global management functions. Jennifer Zhao – Ms. Zhao joined TPG as an Associate in July 2014.</p>
Registered with U.S. or non-U.S. financial regulatory authority	TPG Capital BD, LLC, an affiliate of the Placement Agents, is registered with the SEC and a member of FINRA (CRD No. 0143876).

Note: Additional placement agent information for TPG STAR GenPar, L.P. provided on page 7.

*This information is provided directly from the Placement Agent Disclosure Form as submitted to CalPERS.

Disclosure of Placement Agent Fees (for the month ended May 31, 2015)

Firm Name	TPG STAR GenPar, L.P.
Registered Lobbyist(s)	<p>Mr. Weingart is a registered lobbyist in the State of California. Mr. Gates is a registered lobbyist in the State of California. Mr. McMillan is a registered lobbyist in the State of California. Mr. Froeb is a registered lobbyist in the State of California, New York City, Los Angeles, San Diego and San Jose. Mr. Carroll is a registered lobbyist in the State of California. Mr. D'Arcy is a registered lobbyist in the State of California. Mr. Bushby is a registered lobbyist in the State of California. Ms. Danhaki is a registered lobbyist in the State of California. Mr. Evans is a registered lobbyist in the State of California. Ms. Gussin is a registered lobbyist in the State of California. Ms. Herbert is a registered lobbyist in the State of California. Mr. Howard is a registered lobbyist in the State of California. Mr. Madden is a registered lobbyist in the State of California. Ms. Merson is a registered lobbyist in the State of California. Ms. O'Donovan is a registered lobbyist in the State of California. Ms. Quinn is a registered lobbyist in the State of California. Ms. Reynolds is a registered lobbyist in the State of California and Los Angeles. Ms. Shah is a registered lobbyist in the State of California. Ms. Stark is a registered lobbyist in the State of California. Ms. Westley is a registered lobbyist in the State of California. Ms. Zhao is a registered lobbyist in the State of California.</p>
Estimated Placement Agent Compensation	<p>TPG STAR GenPar, L.P. and its affiliates have not engaged, compensated or agreed to compensate, directly or indirectly, any third-party placement agent in connection with the offer of assets, securities, or services to California Public Employees' Retirement System ("CalPERS") or any CalPERS vehicle. The Placement Agents listed in Attachment A above are employees of TPG Global, LLC or an affiliate of TPG Global, LLC and are paid an annual base salary plus a discretionary bonus for their activities as representatives of TPG Capital BD, LLC, which is not contingent upon offer of assets, securities or services to CalPERS on behalf of TPG STAR, L.P. Although the Placement Agents receive their compensation from TPG Global, LLC or an affiliate of TPG Global, LLC, the Placement Agents are registered representatives of TPG Capital BD, LLC, an affiliate of TPG Global, LLC and a member of FINRA. The approximate compensation of the employees of TPG Global, LLC or an affiliate of TPG Global, LLC who offered interests in TPG STAR, L.P. is roughly estimated at \$17,400; although, such compensation was not based directly or indirectly on the amount of CalPERS commitment.</p>
Disclosed Campaign Gifts and Contributions	None
Notes	None
Transaction Type	Amendment

*This information is provided directly from the Placement Agent Disclosure Form as submitted to CalPERS.

Investment Proposal Activity Summary (for the month ended May 31, 2015)

	Private Equity	Forestland	Infrastructure	Real Estate	Global Equities	Commodities	Global Fixed Income	Total
Start of Month Proposals	35	2	34	2	6	1	3	83
New Proposal During the Month	10	0	12	2	1	1	1	27
Reinstated Proposal During Month	0	0	0	0	0	0	0	0
Decisions During the Month	17	0	14	0	2	0	3	36
End of Month Proposals	28	2	32	4	5	2	1	74

Status Details

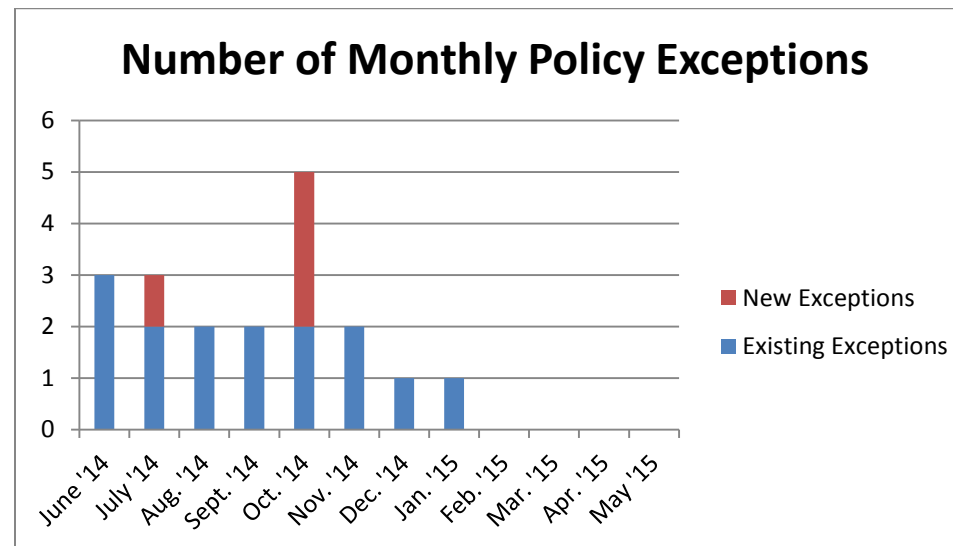
Status	Private Asset Classes				Public Asset Classes			Total
	Private Equity	Forestland	Infrastructure	Real Estate	Global Equities	Commodities	Global Fixed Income	
Start of Month Proposals								
Submitted	0	1	1	2	0	0	0	4
Screening	25	1	31	0	3	1	3	64
Due Diligence	6	0	2	0	0	0	0	8
Approved	4	0	0	0	3	0	0	7
Subtotal	35	2	34	2	6	1	3	83
New Proposals During the Month								
Subtotal	10	0	12	2	1	1	1	27
Reinstated Proposals During Month								
Subtotal	0	0	0	0	0	0	0	0
Decisions During the Month								
Committed	1	0	1	0	0	0	0	2
Declined	15	0	13	0	1	0	3	32
Failed to Materialize	0	0	0	0	1	0	0	1
Referred	1	0	0	0	0	0	0	1
Subtotal	17	0	14	0	2	0	3	36
End of Month Proposals								
Submitted	0	1	0	3	0	1	0	5
Screening	17	1	30	1	2	1	1	53
Due Diligence	7	0	2	0	0	0	0	9
Approved	4	0	0	0	3	0	0	7
Subtotal	28	2	32	4	5	2	1	74

Policy Exceptions (for the month ended May 31, 2015)

Material Exceptions to Policy

According to policy requirements, the following is a summary of investment policy exceptions as reported by the Investment Office program areas. The following program areas had no exceptions to report for the month:

- Private Equity
- Real Assets
- Absolute Return Strategies
- Global Governance
- Investment Servicing Division
- Global Equity
- Risk and Asset Allocation
- Global Fixed Income



Policy Exceptions *(for the month ended May 31, 2015)*

New:

Program Area or Asset Class	Event Date	Resolution Date	Policy	Exception Description	Event Description and Resolution (expected) or Next Steps
No issues to report					

Existing:

Program Area or Asset Class	Event Date	Resolution Date	Policy	Exception Description	Event Description and Resolution (expected) or Next Steps
No issues to report					

Disclosure of Closed Session Action Items *(for the month ended May 31, 2015)*

	Investment Committee Meeting	Agenda Item	Investment Committee Action	Vote
	No items to report			

Investment Transactions (for the month ended May 31, 2015)

	Total Fund - Public Markets						
	Public Equity	REIT	Income	Inflation	ARS	Liquidity	MAC
Beginning Market Value	164,909,319,027	26,157	54,606,495,876	15,955,739,141	1,315,068,628	7,148,941,559	1,222,284,700
+ Purchases	6,387,827,179.28	-	3,627,873,834.47	3,738,284,435.00	-	467,071,630.00	-
- Sales	(7,743,221,793.28)	-	(4,894,661,239.61)	(4,323,757,850.59)	(135,169,240.48)	(239,327,700.88)	-
+ Unitized Fund Purchases	5,964,855.92	-	-	-	-	566,000,000.00	-
- Unitized Fund Sales	(13,492,946.52)	-	-	-	-	-	-
+/- Other Changes in MV	2,630,566,640	-	767,513,291	287,899,504	9,188,960	(980,287,090)	(1,102,700)
Ending Market Value	166,176,962,962	26,157	54,107,221,762	15,658,165,229	1,189,088,347	6,962,398,398	1,221,182,000

	Total Fund - Private Markets			
	Private Equity	Real Estate	Forestland	Infrastructure
Beginning Market Value	28,780,210,630	25,492,224,480	2,317,450,810	2,110,123,786
+ Contributions	188,207,130	74,062,643	-	26,044,893
- Distributions	(625,124,823)	(359,691,202)	-	(9,408,047)
+/- Other Changes in MV	536,612,595	285,628,559	-	(16,636,846)
Ending Market Value	28,879,905,532	25,492,224,480	2,317,450,810	2,110,123,786

	Total Public Markets	Total Private Markets	Total Fund
Beginning Market Value	245,157,875,088	58,700,009,706	303,857,884,794
+ Contributions	14,221,057,079	288,314,666	14,509,371,745
- Distributions	(17,336,137,825)	(994,224,072)	(18,330,361,897)
+ Unitized Fund Purchases	571,964,856	-	571,964,856
- Unitized Fund Sales	(13,492,947)	-	(13,492,947)
+/- Other Changes in MV	2,713,778,604	805,604,308	3,519,382,912
Ending Market Value	245,315,044,855	58,799,704,608	304,114,749,463

Note: Numbers will not tie exactly to the Asset Allocation/Performance categories due to classification differences.