

Appendix 2 to North Carolina Supplemental Retirement Plans Placement Agent, Political Contribution, and Connection Disclosure Policy

Form Disclosure Letter for Placement Agents

From: The Placement Agent listed below

To: North Carolina Department of State Treasurer and North Carolina Supplemental Retirement Board of Trustees
3200 Atlantic Avenue
Raleigh, North Carolina 27604

Re: Disclosure Letter pursuant to Placement Agent, Political Contribution, and Connection Disclosure Policy

Ladies and Gentlemen:

Under the Placement Agent, Political Contribution, and Connection Disclosure Policy (the “Policy”) adopted by the North Carolina Supplemental Retirement Board of Trustees (the “Board”), the Board requires Investment Managers and Placement Agents to make disclosures at certain times specified by the Policy. Pursuant to and in accordance with the Policy, the undersigned Placement Agent hereby makes the following disclosures. Capitalized terms not otherwise defined in this Disclosure Letter have the same meanings as specified in the Policy.

1. Basic Information

Name of Investment Manager:	Russell Investments Implementation Services, LLC
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This letter is submitted in connection with the below-listed Investment Transaction.

List below the name of the fund or separate account in which the Plans are investing. For investment management agreements, list the name of the investment strategy.

Transition Management

This disclosure letter is submitted in connection with one of the following (check one box below):

A new Investment Agreement (including an existing Investment Agreement that is amended and restated in its entirety).

An amendment to an existing Investment Agreement. *If this box is checked, provide responses on this form based on the amendment, not based on the original contract.*

An update to a previously submitted disclosure letter for the Investment Transaction above.

2. Disclosures and Representations Concerning Placement Agent

a. Use of Placement Agent

The below-signed person or entity confirms that it is serving as a Placement Agent for the Investment Transaction listed above.

b. Representations

The Placement Agent hereby confirms and represents:

- i. The Placement Agent is registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association;
- ii. The individual officers, partners, principals, employees, or other representatives of the Placement Agent hold all required securities licenses; and
- iii. The Placement Agent is in the habitual systematized business of acting as a Placement Agent.

The Placement Agent hereby confirms and represents, to the best of its knowledge:

- i. No placement fee has been, or will be, shared with any person or entity not registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association;
- ii. Other than as disclosed in this document, no Placement Agent is being, or will be, compensated, directly or indirectly, to assist the Investment Manager in obtaining investments from, or business with, any of the Plans; and
- iii. The Investment Manager, not the Department, the Board, or the Plans, shall bear the entire cost of all Placement Agent fees and expenses disclosed in this document.

c. Placement Agent Information

- i. The name of the Placement Agent is:

Wesley G. Seagraves (Graham); Cheryl L. Smith (Cheri)

- ii. Is the Placement Agent an affiliate or employee of the Investment Manager?

Yes No

Note that the definition of "Placement Agent" includes not only third parties, but also employees or affiliates of an Investment Manager who are subject to registration with the Securities and Exchange Commission or the Financial Industry Regulatory Association and who were or will be (i) used or compensated to assist in obtaining the investment from the Plans; or (ii) compensated directly or indirectly from the Plans or the Plans' investment. See the definition in Section X of the Placement Agent Policy for further details.

- iii. The names of the Placement Agent personnel who have played a role in marketing or outreach for the Investment Transaction are:

Wesley G. Seagraves (Graham); Cheryl L. Smith (Cheri)

- iv. The following Placement Agent personnel will receive Compensation, directly or indirectly, as a result of the Plans' investment in the Investment Transaction:

Wesley G. Seagraves (Graham); Cheryl L. Smith (Cheri)

Note that throughout this Disclosure Letter, "Compensation" to a Placement Agent is deemed to include a flat fee, contingent fee, or any other form of tangible or intangible compensation or benefit. See the Policy's definitions for further details.

- v. The officers, partners, or principals of the Placement Agent, not listed above, are:

Placement Agents listed above are employees of the Investment Manager. Professional biographies are provided as per (vi) below.

- vi. **Attached** is a resume (or other summary) for each person listed above detailing the person's education, work experience and professional designations.

- vii. Are any persons listed above, or any other Placement Agent officers, partners, and/or principals, current or former (i) North Carolina State Treasurers; (ii) Board members; (iii) North Carolina Department of State Treasurer employees, contractors, or consultants; or (iv) members of the Immediate Family of persons listed in (i) to (iii) above?

Yes No

If your answer is "Yes," list the persons and identify whether those persons would receive a financial benefit from the Investment Transaction.

d. Recent Management of North Carolina Investments by Investment Manager

To the Placement Agent’s knowledge, the Investment Manager (or its affiliate) currently manages an investment by the Plans or the Retirement Systems or has managed an investment by the Plans or the Retirement Systems within the last two years. *If this box is checked, Department policy bars the Compensation of any third-party Placement Agent (in other words, a Placement Agent who is not an employee or affiliate of the Investment Manager) in connection with the Treasurer’s investment in the Investment Transaction.*

To the Placement Agent’s knowledge, the Investment Manager (or its affiliate) has not managed an investment by the Plans or the Retirement Systems within the last two years.

e. Whether Placement Agent is Being Compensated

The Placement Agent is not being Compensated, directly or indirectly, as a result of the Plans’ investment in the Investment Transaction. *If this box is checked, skip question 2.6.*

The Placement Agent is being Compensated, directly or indirectly, as a result of the Plans’ investment in the Investment Transaction.

f. Terms of Placement Agent Compensation and Placement Agent Agreement

Check one of the three boxes below. You may attach additional pages.

Attached are the provisions of the Investment Manager’s contract with the Placement Agent that describe the Placement Agent’s Compensation and services. These provisions describe any and all Compensation of any kind provided or agreed to be provided to the Placement Agent.

The contract or arrangement between the Investment Manager and the Placement Agent is oral, not written. Below is a description of the terms of that oral contract that create an obligation to pay a fee to or for the benefit of any Placement Agent, including but not limited to a description of all terms concerning Compensation of any kind provided or agreed to be provided to any Placement Agent. This description includes the nature, timing and value of such Compensation.

The Placement Agent is an employee of the Investment Manager. Below is a general disclosure providing the employee’s role and responsibilities and stating any known effect on the employee’s Compensation that is directly attributable to the Plans’ proposed investment.

Placement Agents listed above are sales and relationship management employees of the Investment Manager. These employees earn a base wage and may earn a commission or bonus based on meeting sales objectives and servicing clients that would include Transition Management activity for NC SRP.

g. Actions and Investigations Involving Placement Agent

Check one of the two boxes below.

- i. Has the Placement Agent (or any officer, partner, or principal thereof) been the subject of a non-routine inquiry, action, or investigation by a federal, state, or local government agency or regulatory body in the last ten (10) years?

Yes No

If your answer is "Yes," describe any such actions or investigations. Attach additional pages as necessary.

- ii. Does the Placement Agent (or any officer, partner, or principal thereof) anticipate being the subject of such inquiries, actions or investigations in the future?

Yes No

If your answer is "Yes," describe any such actions or investigations. Attach additional pages as necessary.

h. Registration of Placement Agent and Licensing of Placement Agent Representatives

- i. The Placement Agent's registration details are as follows:

Placement Agents listed above are both registered representatives of the Investment Manager. The Investment Manager is registered with the SEC. Please see the Investment Manager's ADV provided as per the Investment Management Agreement and attached professional biographies.

- ii. For each individual officer, partner, principal, employee and other representative of the Placement Agent, the registrations, number of years of employment by the Placement Agent and the number of years of experience directly related to such business are as follows (attach additional pages as necessary):

Please see Investment Manager's ADV provided as per the Investment Management Agreement and attached professional biographies of the Placement Agents listed above.

3. Connections or Relationships

a. Conflicts

- i. Are any personnel, officers, directors, partners and/or principals of the Placement Agent current North Carolina Department of State Treasurer employees, persons who serve as consultants or contractors for the Department's Supplemental Retirement Plans or Investment Management Division, or Board members?

Yes No

If the answer is "Yes," enclose a statement providing further information.

- ii. Will any current North Carolina Department of State Treasurer employees, persons who serve as consultants or contractors for the Department's Supplemental Retirement Plans or Investment Management Division, or Board members receive a financial benefit to themselves or to a member of their Immediate Family derived from the Compensation provided to the Placement Agent for the Investment Transaction?

Yes No

If the answer is "Yes," enclose a statement providing further information.

b. Recommendations of Placement Agent

- i. To the Placement Agent's knowledge, did a current or former Treasurer, Department of State Treasurer employee, Supplemental Retirement Plans or Investment Management Division contractor or consultant, or member of the Board suggest to the Investment Manager that it retain the Placement Agent?

Yes No

If your answer is "Yes," list the person who suggested retention of the Placement Agent.

- ii. To the Placement Agent's knowledge, did a current or former Treasurer, Department of State Treasurer employee, Supplemental Retirement Plans or Investment Management Division contractor or consultant, or member of the Board suggest to the Department's investment staff that the Placement Agent be retained for the Investment Transaction?

Yes No

If your answer is "Yes," list the person who suggested retention of the Placement Agent.

c. Family Relationships

Are any of the persons listed in box (1) a member of the Immediate Family of a person listed in box (2)?

Box (1)	Box (2)
<ul style="list-style-type: none"> • The State Treasurer • Department of State Treasurer Senior Staff • Members of the Board • Supplemental Retirement Plans Senior Staff • Supplemental Retirement Plans staff who played a role in the due diligence for the Investment Transaction • Investment Management Division Senior Staff • Investment Management Division staff who played a role in due diligence for the Investment Transaction 	<ul style="list-style-type: none"> • Any person associated with the Placement Agent listed in the responses to Question 2.3

Yes No

If your answer is “Yes,” list the persons and describe the relationship.

The following questions ask about past or present connections, friendships, or relationships that may exist between the Department’s staff or the Board and the staff of any Placement Agent. Some types of connections or relationships are the ordinary result of doing business. The Department’s Compliance Counsel will evaluate this form to determine whether recusal, additional due diligence, or other actions are required.

d. Former Department Personnel or Officials

Are any Placement Agent personnel former North Carolina Department of State Treasurer employees or contractors, North Carolina State Treasurers, or Board members?

Yes No

If your answer is “Yes,” list the persons and identify whether those persons would receive a financial benefit from the Investment Transaction.

e. Prior Working Relationships

List below any professional or working relationships that Placement Agent personnel listed in the responses to Questions 2.3(c) or (d) have had in the past with persons who are now Supplemental Retirement Plans personnel, contractors, or consultants; members of the Board; Investment Management Division personnel, consultants, or contractors; the State Treasurer; or Department of State Treasurer Senior Staff. If there are no prior working relationships to report, please indicate so by checking the “None” box below.

None

Please list in this section any occasions where persons worked together on the same projects at the same company, at the same fund, or as part of a client-consultant relationship. You need not list prior occasions in which an Investment Manager utilized the Placement Agent to market a potential investment to the Department of State Treasurer.

f. Social Connections

List below any social connections or relationships between Placement Agent personnel listed in the responses to Questions 2.3(c)-(d) and Supplemental Retirement Plans personnel, contractors, or consultants; members of the Board; Investment Management Division personnel, consultants, or contractors; the State Treasurer; or Department of State Treasurer Senior Staff. If there are no prior working relationships to report, please indicate so by checking the “None” box below.

None

Please list in this section any pre-existing relationships involving social contacts outside of business.

4. Lobbying Information

Check one of the two boxes below.

The Placement Agent (and/or any officer, employee, partner, or thereof) is registered as a lobbyist with a state government. If this box is checked, the following are the names and positions of such persons and the registrations held (attach additional pages as necessary):

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Neither the Placement Agent nor any officer, employee, partner, or principal thereof is registered as a lobbyist with any state government. (No registrations for any NC state government)

5. Political Contributions

a. Representation

The Placement Agent hereby confirms and represents that none of the Placement Agent and its covered associates as defined in SEC Rule 206(4)-5(f)(2) has made, coordinated or solicited any Political Contribution to the Treasurer or any incumbent, nominee, candidate or successful candidate for such elective office (i) in violation of applicable state or federal law or (ii) in a manner that would make it unlawful, under the SEC Rule, for the Investment Manager to seek compensation for services to the Treasurer, the Department, the Board, and/or the Plans.

b. Disclosure

During the last five years from the date of this letter, have the Placement Agent or any of its covered associates as defined in SEC Rule 206(4)-5(f)(2) made, coordinated, or solicited any Political Contributions for the campaign of (a) any incumbent, nominee, or candidate for North Carolina State Treasurer or (b) for the campaign of the current State Treasurer running for a different office?

Yes No

If your answer is "Yes," list applicable Political Contributions below.

Date	Person or company making, coordinating, or soliciting	Person or entity receiving	Amount

6. Signature

By signing below, the Placement Agent hereby (i) represents and warrants that the information in this Disclosure Letter is true, correct, and complete in all material respects, and (ii) agrees that it shall provide the Board and Department with a written update of any material changes to Questions 1 to 3.b, 5.a, and 6 in this Disclosure Letter within fourteen (14) days from the date the Investment Manager knew or should have known of the change of information.

Sincerely,

Handwritten signatures of Graham Seagraves and Cheri Smith, separated by a semicolon and a comma.

on behalf of the Placement Agent listed above

By: Graham Seagraves; Cheri Smith
(print name)

Title: Senior Director, Relationship Management; Assoc. Director

Date: June 5, 2019

Biography



Graham Seagraves

Senior Director, Relationship Management

Based in Charlotte, N.C., Graham Seagraves is a senior director for Russell Investments' Americas Institutional business. Graham is responsible for the ongoing relationship management of key accounts in the Southeast and Mid-Atlantic focused on our largest clients and prospects within that territory. He represents Russell Investments best thinking across consulting, implementation services and our global investment division. His expertise in the workings of global capital markets and objective oriented investment solutions for clients remains a valuable resource in partnering with clients to deliver unique investment solutions. Graham assumed this role in 2008.

In his previous role, Graham worked as a strategic partner to plan sponsors, specializing in defined contribution solutions, including the increasing demand for customized target maturity vehicles. Graham was responsible for all institutional defined contribution sales on the Eastern half of the United States. Graham assumed this role in 2006 and helped to launch Russell Investments' first steps into the investment only

defined contribution marketplace. Graham was also recognized as one of three inventors of the Russell Investments Target Date Funds benchmark.

Graham joined Russell Investments with six years of experience in institutional money management sales and relationship management. Prior to Russell Investments, he was with Oppenheimer Funds Institutional Asset Management. Graham joined this institutional money management group as regional sales director, and was responsible for sales to pension plans, defined contribution plans, endowments and foundations on the East Coast.

B.A., Business Finance, Furman University
Licensed Registered Representative, FINRA Series 7 and 63 (Russell Investments Implementation Services, LLC, member FINRA)

Biography



Cheri Smith
Associate Director

Cheri Smith is an associate director for Russell Investments. Cheri is responsible for ongoing relationship management and advises clients on the implementation of investment strategies and management of global transaction costs. Her expertise in the workings of global capital markets and pension plan management helps her manage client relationships and act as a resource to institutional investors for unique implementation and investment solutions and to introduce Russell Investments' investment solutions and expertise. Cheri joined Russell Investments in 1989 as a technical specialist in the performance analytics area of the company's analytical services division. She was promoted to supervisor of performance analytics in 1991, and oversaw a production team within the division and also held client service responsibilities. Subsequently, Cheri was named supervisor of the performance/universe graphics team, a team that supported a multitude of Russell Investments divisions with client needs for graphics.

In 1995, Cheri transferred to Russell Investments' analytical services sales and marketing department as a client account manager responsible for managing client relationships, ensuring that marketing, client servicing, investment,

performance measurement and analytical reporting needs were met. In 1996 she was promoted to senior client account manager. Cheri joined Russell Investments' implementation services in 1997 as an associate client executive and was subsequently promoted to client executive. She was promoted to associate director for institutional investment services in 2005.

Prior to joining Russell Investments, Cheri was a sales assistant at Shearson Lehman Hutton, where she acted as a liaison between financial consultants and clients, and was responsible for research of municipal and corporate bonds, stocks, unit trusts and other financial instruments.

B.A., Business/Finance, Western Washington University, 1987
M.B.A., concentration in Finance, Pacific Lutheran University, 1996

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