North Carolina Supplemental Retirement Plans





Agenda

Section One Wellington Management Company, LLP Update

Section Two Opportunistic Growth Portfolio Review

Section Three Quality Value Portfolio Review

Section Four Global Opportunities Portfolio Review

Section Five Appendix



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Wellington Management Unique Organization



Culture

Client-oriented

Performance-driven

Professional and collegial

Humanistic

A true "partnership"

Highest standards – ethics and integrity

Sustainable competitive advantage



Ownership Structure

Private partnership since 1979 Stable

Long-term orientation

Attract, retain, and motivate talent

Align interests with clients



Multiple investment approaches and research disciplines

Empowered portfolio teams

Independent, proprietary research

Career analysts

Freedom to disagree

Global



Business Model

Investment management only

Research for client portfolios only

People-intensive, not capital-intensive

Diversified

Global





Wellington Management Today

Assets

- US\$748 billion of client assets under management
- 38% equity, 48% fixed income, 14% multi-strategy

Resources

- Over 2,000 employees
- 11 offices

Clients

• Over 2,100 institutional clients based in more than 50 countries

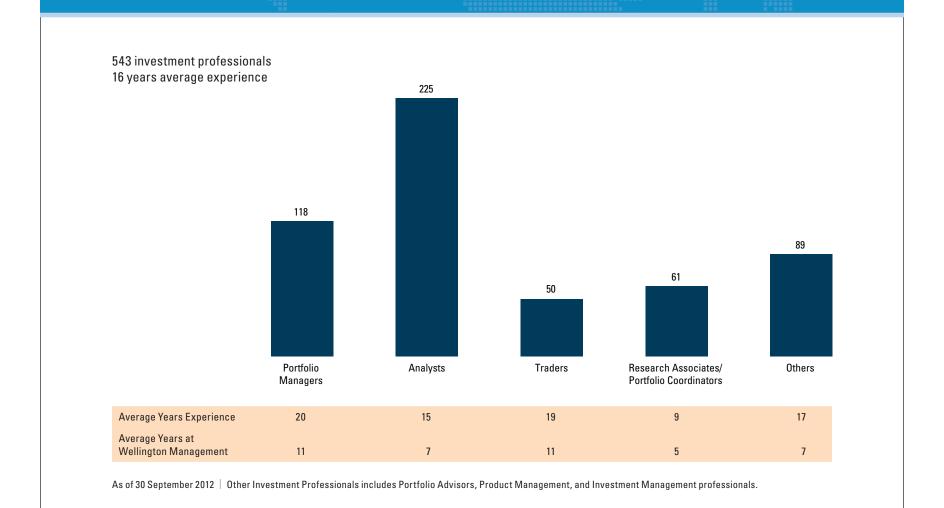
Partnership

- 125 Partners
- 12 new Partners elected in 2011; 40 new Partners in the past 4 years

As of 30 September 2012



Investment Professionals Depth, Experience, and Continuity





Wellington Management Global Commitment

Clients in more than 50 countries

Over US\$178 billion of non-US client assets

Offices in Beijing, Boston, Chicago, Frankfurt, Hong Kong, London, Radnor, San Francisco, Singapore, Sydney, and Tokyo





Globalization of the Investment Platform 107 total non-US Investment Professionals London (58) 30 Sep 2012 31 Dec 2006 20 Equity 17 Hong Kong 3 Asset Allocation London 58 22 Fixed Income 20 Singapore 6 4 Trading Sydney 3 Tokyo (9) 9 Product Management Tokyo 9 5 Equity 22 107 Total 4 Product Management Hong Kong (17) 12 Equity 3 Asset Allocation/Macro 2 Product Management Singapore (20) 15 Equity 2 Asset Allocation/Macro 3 Product Management Sydney (3)



3 Product Management

Wellington Management Defined Contribution Global Business Summary

\$22.8 billion in investment-only Defined Contribution assets under management

Significant DC exposure via our role as the world's largest mutual fund sub-advisor

Over 120 investment options available to plan sponsors including differentiated, non-core solutions

Over 151 clients

Separate accounts and daily valued pools

Participant communication expertise

Recordkeeper connectivity with over 20 recordkeeper entities

As of 30 September 2012



Summary

Organizational stability of a private partnership

Focus on investment management only

Experienced professionals

Strong, independent, in-house research

Disciplined, consistent investment approaches

Global firm



Treasurer of the State of North Carolina Relationship Review: AUM (US\$) as of 30 September 2012

Market Value	Inception Date	
\$ 221,892,568	12 Mar 2009	
228,765,436	30 Jun 2010	
78,101,543	31 Jul 2010	
\$ 528,759,547		
\$2,861,818,966		
\$3,390,578,513		
	\$ 221,892,568 228,765,436 78,101,543 \$ 528,759,547 \$ 2,861,818,966	

Totals may not add due to rounding



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Opportunistic Growth Investment Objective and Approach

Investment objective

Seeks to consistently outperform the growth indexes and, longer term, the broader market

Investment approach

We create a portfolio based on four principles

- Sustainable growth focus
- Superior business models
- Proprietary fundamental research
- Early identification of change



Opportunistic Growth Investment Team

Andrew J. Shilling, CFA	Equity Portfolio Manager – Large Cap Growth Stocks		
Senior Vice President	MBA, Dartmouth College (Tuck), 1994 21 years of professional experience		
Philip W. Ruedi, CFA Senior Vice President	Equity Portfolio Manager – Mid Cap Growth Stocks		
	MBA, University of Chicago, 1998 18 years of professional experience		
Steven C. Angeli, CFA Senior Vice President	Equity Portfolio Manager – Small Cap Growth Stocks		
	MBA, University of Virginia (Darden), 1994 20 years of professional experience		
Seth A. Abramowitz, CFA Vice President	Team Analyst – Large Cap		
	BS, University of Pennsylvania (Wharton), 2002 10 years of professional experience		
Timothy N. Manning Vice President	Team Analyst – Large Cap		
	BS, Boston University, 1997 16 years of professional experience		
Mark A. Whitaker, CFA Vice President	Team Analyst – Mid Cap		
	MBA, Stanford University, 2004 11 years of professional experience		

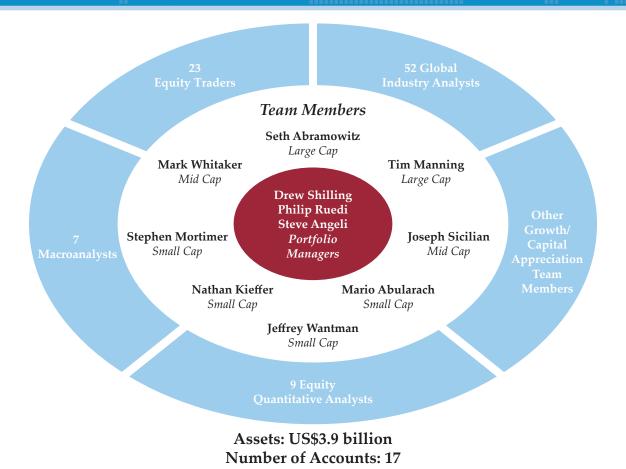


Opportunistic Growth Investment Team (continued)

Joseph M. Sicilian	Team Analyst – Mid Cap		
	BS, University of Kansas, 2007 5 years of professional experience		
Mario E. Abularach, CFA, CMT	Team Analyst – Small Cap		
Senior Vice President	MBA, Harvard Business School, 2001 16 years of professional experience		
Stephen Mortimer Senior Vice President	Team Analyst – Small Cap		
	MBA, University of Rochester (Simon), 1997 15 years of professional experience		
Nathan A. Kieffer, CFA Vice President	Team Analyst – Small Cap		
	MBA, University of Chicago, 2006 11 years of professional experience		
Jeffrey S. Wantman Vice President	Team Analyst – Small Cap		
	BS, Lehigh University, 2000 12 years of professional experience		
Maureen H. Pettirossi, CFA Vice President	Investment Director		
	BS, University of New Hampshire, 1987 21 years of professional experience		



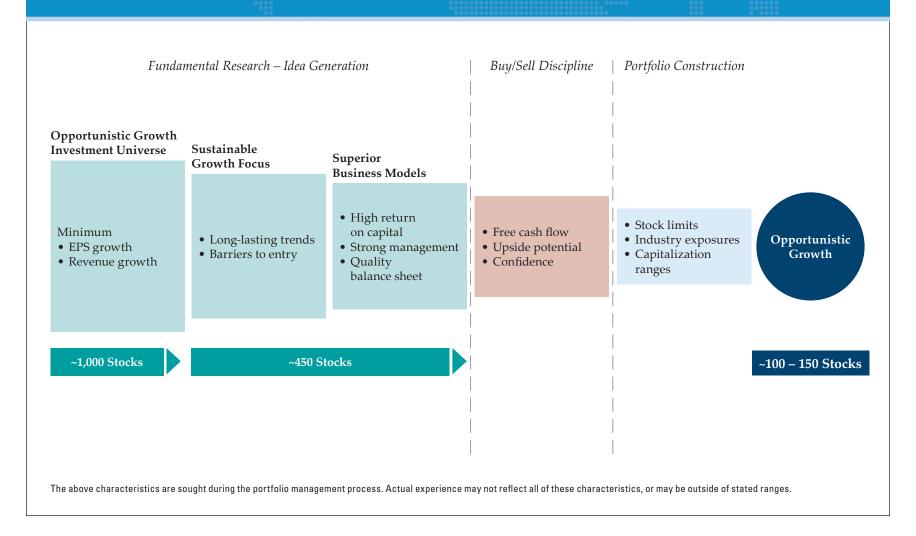
Opportunistic Growth The Team Leverages Firmwide Resources





30 September 2012

Opportunistic Growth Investment Process Summary



Opportunistic Growth Sustainable Growth Focus

Priceline

Low cost provider

Operational excellence

Share gains in all divisions



Apple

Culture of innovation

Further iPhone, Mac penetration

iPad, future products

Building annuity streams

Competitive Advantage

Oracle

Large installed base

Consolidating software vendors

High margin, high returns



Opportunistic Growth Price Disciplined Revenue Price Upside Growth Targets Potential 3 – 5 year forecastOrganically driven Buy Free **Profitability** Cash Flow • Normal operating Sell/trim margins • Tax rates Capital Requirements • Working capital • Capital expenditures



Opportunistic Growth Investment Example - Norfolk Southern Corporation

Fundamental Research – Idea Generation Buy/Sell Discipline Growth **Investment Universe** Sustainable Superior **Growth Focus Business Models** • Largest intermodal • Diverse network in the traffic drivers • Incremental returns Track network eastern part of increasing Attractive NSC results in • Pricing power the US Valuation Experienced • Major transporter competitive moat of coal and • Secular share shift management industrial products from trucking

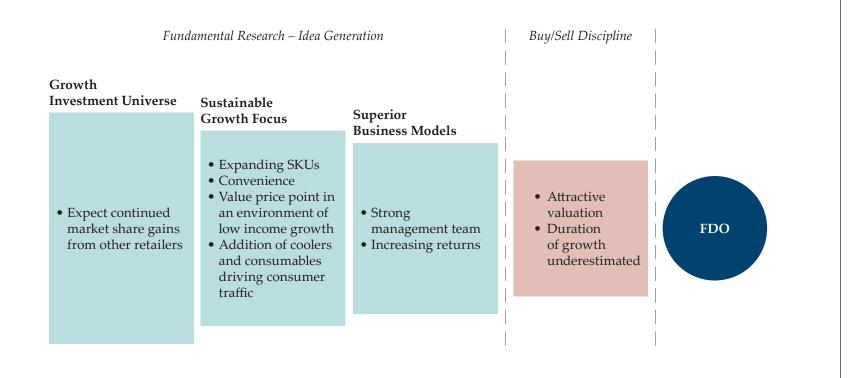


Opportunistic Growth Investment Example - CVS Caremark

Fundamental Research – Idea Generation Buy/Sell Discipline Growth **Investment Universe** Sustainable Superior **Growth Focus Business Models** Leveraged • Valuable store footprint to favorable Continued growth pharmaceutical trends via retail and in generic drug • Strong cash flows **CVS** PBM operations Attractive Valuation penetration • Increasing returns Aging • Benefits from demographics integrated PBM drives secular and retail growth • Scale advantages



Opportunistic Growth Investment Example - Family Dollar





North Carolina DC Opportunistic Growth Investment Returns (US\$) Through 30 September 2012

Annualized Returns

North Carolina DC Opportunistic Growth 2011 2010Russell 3000 Growth 16.6 2.2 17.6

*Inception date of the Portfolio is 12 March 2009. | Returns for periods less than one year are not annualized

North Carolina DC Opportunistic Growth

Russell 3000 Growth



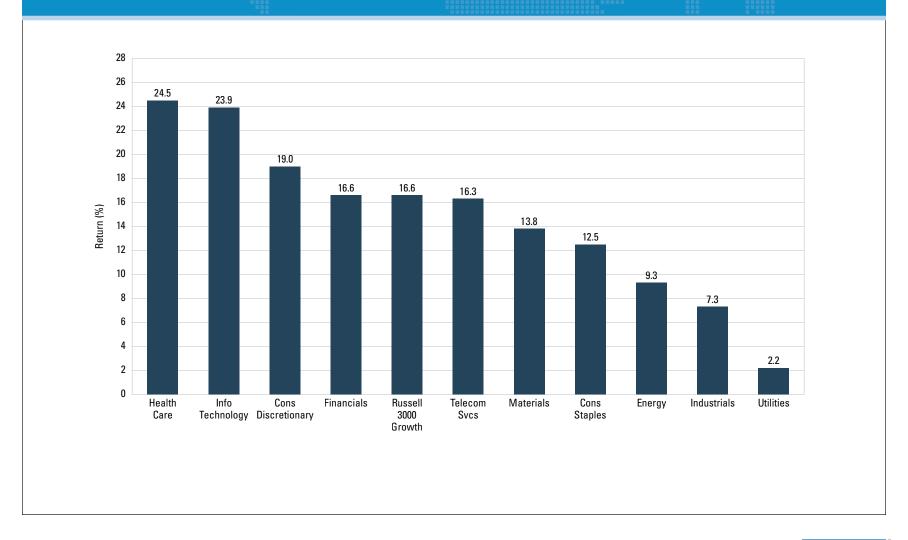
North Carolina DB Opportunistic Growth Investment Returns (US\$) Through 30 September 2012

	3 Mos	1 Yr	3 Yrs	5 Yrs	10 Yrs	Since Inception'	-
North Carolina DB Opportunistic Growth Russell 3000 Growth	6.3% 6.0	25.9% 29.3	11.9% 14.7	2.1% 3.2	9.6% 8.6	5.2% 1.6	-
North Carolina DB	YTD_	2011	2010	2009	2008	2007	2006
Opportunistic Growth	17.8%	-8.7%	21.9%	36.5%	-38.5 %	15.3%	7.1%
Russell 3000 Growth	16.6	2.2	17.6	37.0	-38.4	11.4	9.5
	2005	2004	2003	2002	2001	2000	
North Carolina DB Opportunistic Growth Russell 3000 Growth	9.4% 5.2	14.5% 6.9	35.4% 31.0	-23.8% -28.0	-14.2 % -19.6	-9.3% -22.4	

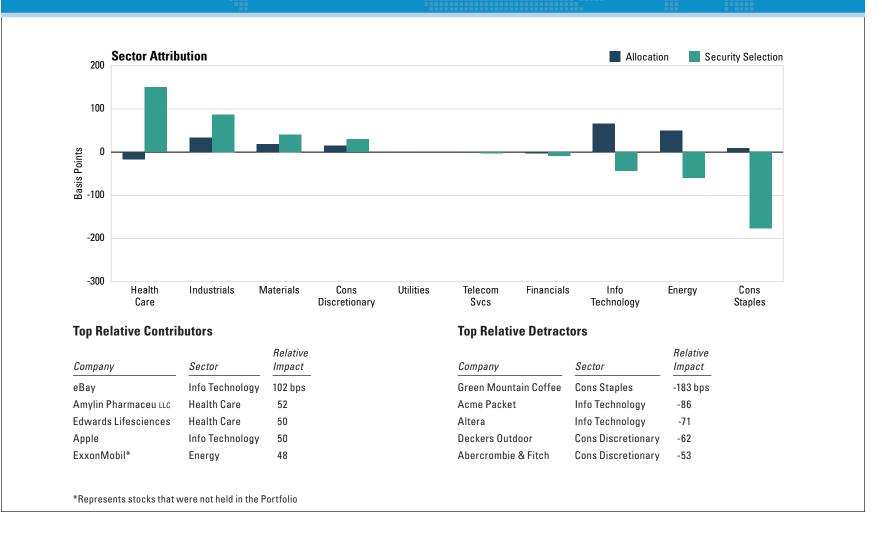
^{*}Inception date of the DB Portfolio is 31 May 1999 | Returns for periods less than one year are not annualized



Russell 3000 Growth Index Returns Year-to-Date Ended 30 September 2012



North Carolina DC Opportunistic Growth Performance Review: Year-to-Date Ended 30 September 2012 Portfolio: 17.9%; Benchmark: 16.6%





North Carolina DC Opportunistic Growth Portfolio Positioning as of 30 September 2012



North Carolina DC Opportunistic Growth Top Ten Holdings as of 30 September 2012

Сотрапу	Industry	Portfolio Weight*	Benchmark Weight
Apple	Tech Hardware & Equip	9.6%	8.0%
Google	Software & Svcs	3.1	2.5
Oracle	Software & Svcs	2.6	1.5
eBay	Software & Svcs	2.5	0.7
QUALCOMM	Tech Hardware & Equip	2.0	1.4
Wal-Mart	Food & Staples Retailing	2.0	1.3
Ametek	Capital Goods	2.0	0.1
PepsiCo	Food, Beverage & Tobacco	2.0	1.4
Amazon.com	Retailing	1.9	1.2
Lowe's	Retailing	1.7	0.1
Total of Top Ten		29.4%	18.2%
Number of Equity	Names	152	



*Percent of equities

North Carolina DC Opportunistic Growth Portfolio Characteristics as of 30 September 2012

	North Carolina DC Opportunistic Growth	Russell 3000 Growth
Size		
Asset-weighted Market Cap	\$105.2 bil	\$112.5 bil
Median Market Cap	4.6 bil	1.2 bil
Over \$10 billion	65%	77%
\$2 – 10 billion	30	17
Under \$2 billion	5	6
Valuation		
Projected EPS Growth (3 – 5 Yrs)	14.7%	12.9%
Projected P/E	14.2x	14.7x
Risk*		
Projected Beta	1.13	
Projected R ²	0.97	
Projected Tracking Risk	3.64%	

^{*}Evaluated using Barra models on a representative account for this approach | Portfolio statistics were calculated using Wellington Management's internal systems, which use the Barra factor model for certain data. For projected risk statistics, certain assumptions were made within the Barra factor model with respect to model type, benchmark, security classification and risk assignment, and timing to calculate results. Differing assumptions can cause projected risk statistics to vary and may cause the figures to deviate significantly from those obtained with another risk model.



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Quality Value Investment Philosophy

We believe...

Downside protection leads to superior performance due to the effects of compounding over time

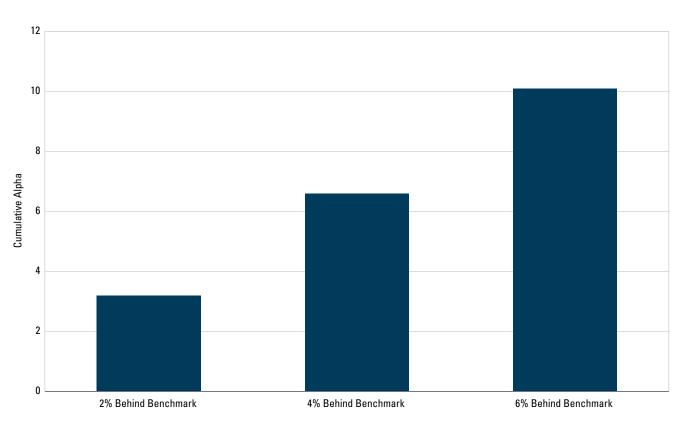
The market underappreciates the importance of quality management teams and their ability to consistently generate value and redistribute it to shareholders

- Stable and growing dividend
- Ability to create, innovate, and capture market share over time

Troughs in the capital cycle create buying opportunities with lower downside risk



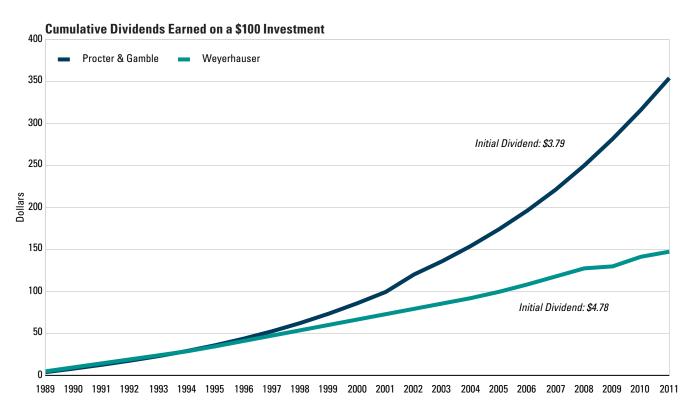
Quality Value Cumulative Alpha Required to Make Up for Lost Ground in a Down 20% Market



For illustrative purposes only and not representative of an actual account. Methodology example: In a down 20% market, the benchmark drops from 100 to 80. If a portfolio was 2% behind the benchmark, it would be at a level of 78. For the benchmark to return to the previous level of 100, it must increase 20 points or 25.0% (100/80)-1. For the portfolio with a base of 78 to return to the previous level of 100 it must increase 22 points or 28.2% (100/78)-1. The outperformance or cumulative alpha necessary for the portfolio to make up the lost ground is 3.2% (28.2-25.0).



Quality Value Using Sustainable Dividends as a Signaling Mechanism

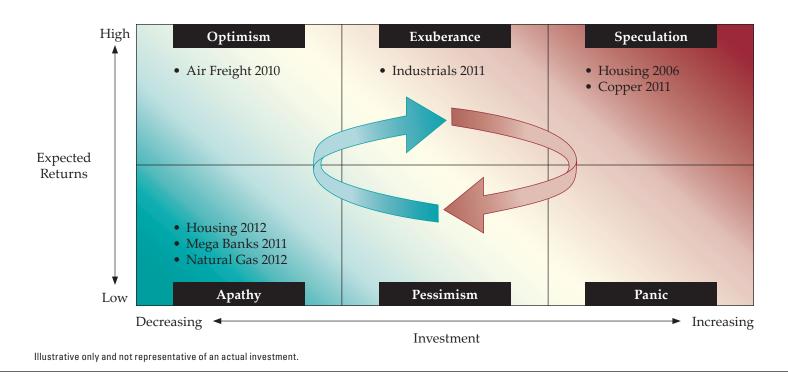




Quality Value Capital Cycle Analysis Identifies Buying Opportunities

Improving supply/demand dynamics

- Identify industries with declining capital inflows
- Cyclical and secular supply constraint → leads to future quality
- Industry consolidation leading to lower capacity





Quality Value Firmwide Resources Leveraged by the Team



Quality Value A Landscape of Collaboration





Quality Value Investment Objective and Stock Selection Criteria

Investment objective

Seeks to achieve returns in excess of the Russell 1000 Value Index with less downside risk

Stock Selection Criteria

Sustainability of Dividends

Companies with low financial leverage but favorable operating leverage in industries benefiting from the capital cycle

Resiliency of franchises and ability to adapt

Differentiators

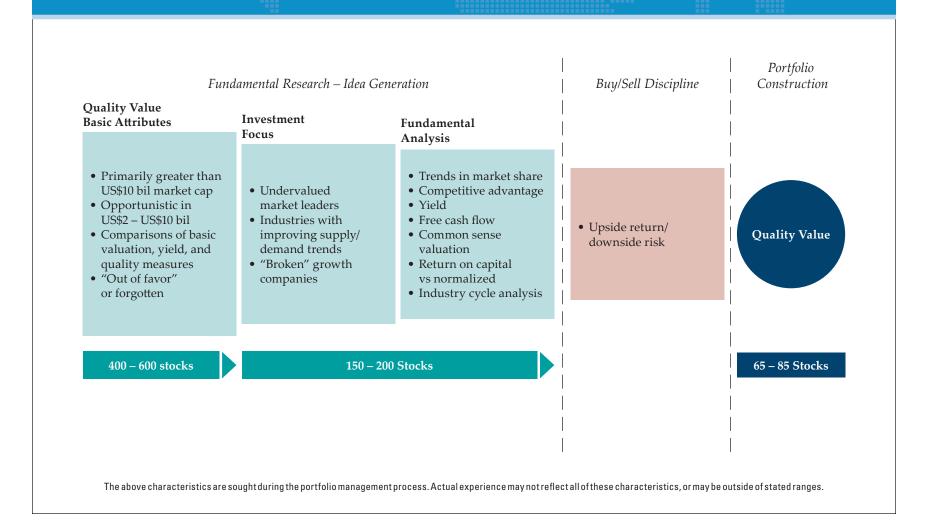
Emphasis on long holding period and allowing time for management to execute

Trough to normal

Focus on reward/risk



Quality Value Investment Process Summary





North Carolina Quality Value Investment Returns (US\$) Through 30 September 2012

North Carolina DC Quality Value Russell 1000 Value	3 Mos 6.2% 6.5	1 Yr 28.8% 30.9	Since Inception* 16.3% 16.7
N 4 6 11 DGG 11 N1	$\frac{YTD}{11.22\%}$	2011	
North Carolina DC Quality Value	14.3%	0.1%	
Russell 1000 Value	15.7	0.4	



Annualized Returns

^{*}Inception date of the Portfolio is 30 June 2010 | Returns for periods less than one year are not annualized

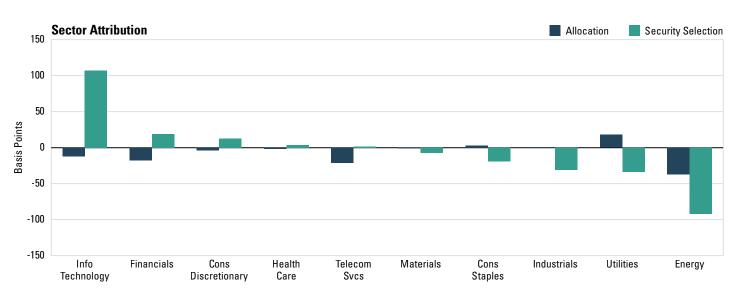
Quality Value Composite Investment Returns (US\$) Through 30 September 2012

	Annualiz	ed Returns				
	1 Yr	3 Yrs	5 Yrs	10 Yrs		
Quality Value Composite	28.7%	11.9%	2.3%	10.1%		
Russell 1000 Value Index	30.9	11.8	-0.9	8.2		
	YTD	2011	2010	2009	2008	2007
Quality Value Composite	14.2%	0.0%	15.1%	26.2%	-30.3%	8.7%
Russell 1000 Value Index	15.7	0.4	15.5	19.7	-36.8	-0.2
	2006	2005	2004	2003	2002	
Quality Value Composite	20.5%	7.8%	13.8%	28.5%	<i>-</i> 14.9%	
Russell 1000 Value Index	22.2	7.1	16.5	30.0	-15.5	

Performance returns for periods less than one year are not annualized. Gross performance results are net of commissions and other direct expenses, but before (gross of) advisory fees, custody charges, withholding taxes, and other indirect expenses, and include reinvestment of dividends. If all expenses were reflected, the performance shown would be lower. Actual fees will vary depending on, among other things, the applicable fee schedule and account size. For example, if US\$100,000 was invested and experienced a 10% annual return compounded monthly for ten years, its ending value, without giving effect to the deduction of advisory fees, would be US\$270,704 with an annualized compounded return of 10.47%. If an advisory fee of 0.95% of average net assets per year were deducted monthly for the ten-year period, the annualized compounded return would be 9.43% and the ending dollar value would be US\$246,355. Information regarding the firm's advisory fees is available upon request. Composite returns have the potential to be adjusted until reviewed and finalized 30 days following each calendar quarter end period. Past performance is no guarantee of future results. For use in one-on-one presentations only. This supplemental information complements the GIPS® compliant presentation provided in the attachment.



North Carolina DC Quality Value Performance Review: Year-to-Date as of 30 September 2012 Portfolio: 14.3%; Benchmark: 15.7%



Top Relative Contributors

Company	Sector	Relative Impact	End Weight
Comcast	Cons Discretionary	42 bps	1.8%
Hewlett-Packard*	Info Technology	38	0.0
eBay	Info Technology	23	0.7
Cooper Industries	Industrials	20	0.0
BB&T Corporation	Financials	19	1.5

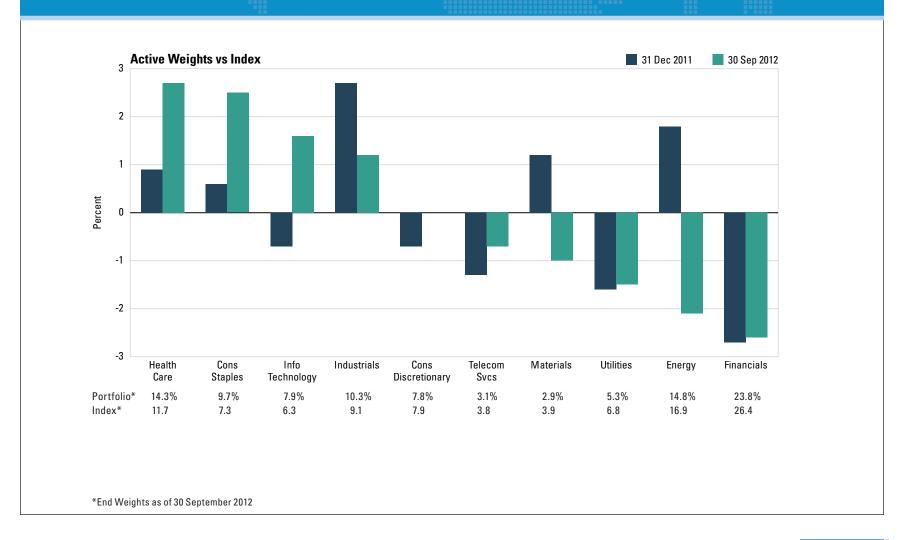
Top Relative Detractors

1.9%
1.3 /0
0.0
1.1
1.0
1.3



^{*}Represents stocks that were not held in the Portfolio.

North Carolina DC Quality Value Portfolio Positioning as of 30 September 2012



North Carolina DC Quality Value Top Ten Active Positions as of 30 September 2012

Сотрану	Industry	Portfolio Weight*	Benchmark Weight*	Active Weight
Berkshire Hathaway	Insurance	0.0%	2.1%	-2.1%
Merck	Pharmaceuticals	3.8	1.8	2.0
Chevron	Oil, Gas & Consumable Fuels	1.6	3.1	-1.5
PepsiCo	Beverages	1.5	0.0	1.5
Alliant Energy	Multi-Utilities	1.5	0.1	1.4
Unilever	Food Products	1.4	0.0	1.4
ExxonMobil	Oil, Gas & Consumable Fuels	4.4	5.8	-1.3
Citigroup	Diversified Financial Services	0.0	1.3	-1.3
Northeast Utilities	Electric Utilities	1.5	0.2	1.3
Ameriprise Financial	Capital Markets	1.4	0.2	1.3
Total of Top Ten		17.1%	14.6%	
Number of Equity Nar	mes	79		

*Percent of equities



North Carolina DC Quality Value Portfolio Characteristics as of 30 September 2012

	Quality Value	Russell 1000 Value
Size		
Asset-weighted Market Cap	\$102 bil	\$95 bil
Median Market Cap	35	5
Over \$10 billion	90%	80%
\$2 – 10 billion	10	19
Under \$2 billion	0	1
Valuation		
Projected EPS Growth (3 – 5 Yrs)	7.6%	8.8%
Projected P/E	11.2x	11.2x
Price/Book	1.8x	1.5x
Yield	2.8%	2.5%
Risk		
Projected Beta	0.92	
Projected R ²	0.98	
Projected Tracking Risk	2.55%	
Turnover (T-12)	28%	



Quality Value Investment Team and Resources

Matthew G. Baker	Equity Portfolio Manager
Vice President	MBA, University of Pennsylvania (Wharton), 2000 15 years of professional experience 8 years with Wellington Management
Edward P. Bousa, CFA	Equity Portfolio Manager/Analyst
Senior Vice President	MBA, Harvard Business School, 1984 30 years of professional experience 12 years with Wellington Management
Donald J. Kilbride Senior Vice President	Equity Portfolio Manager/Analyst
	MBA, University of North Carolina, 1991 23 years of professional experience 10 years with Wellington Management
Peter C. Fisher Vice President	Equity Research Analyst
	MBA, University of Chicago, 2000 17 years of professional experience 7 years with Wellington Management
Nataliya Kofman	Equity Research Analyst
Vice President	MBA, Harvard Business School, 2006 12 years of professional experience 6 years with Wellington Management



Quality Value Investment Team and Resources (continued)

Mark E. Vincent	Equity Research Analyst			
Vice President	MBA, Cornell University, 2008 9 years of professional experience 4 years with Wellington Management			
Ellen Chae Vice President	Investment Director			
	MBA, Northwestern (Kellogg), 1997 16 years of professional experience New to Wellington Management			
52 Global Industry Analysts	Fundamental Research			
	18 years average professional experience 9 years average with Wellington Management			



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Global Opportunities Investment Objective & Distinguishing Characteristics

Investment Objective

Seeks to outperform the MSCI All Country World Index consistently over rolling three-year periods

Distinguishing Characteristics

Experienced team, deep resources

• Significant emerging markets experience

Bottom-up approach with return on capital focus

- Emphasis on assets and management (cash generation, capital allocation)
- Underestimated improvement and/or sustainability of returns
- Industry dynamics: structure, change (cyclical, secular)

Opportunistic stock selection across broad universe

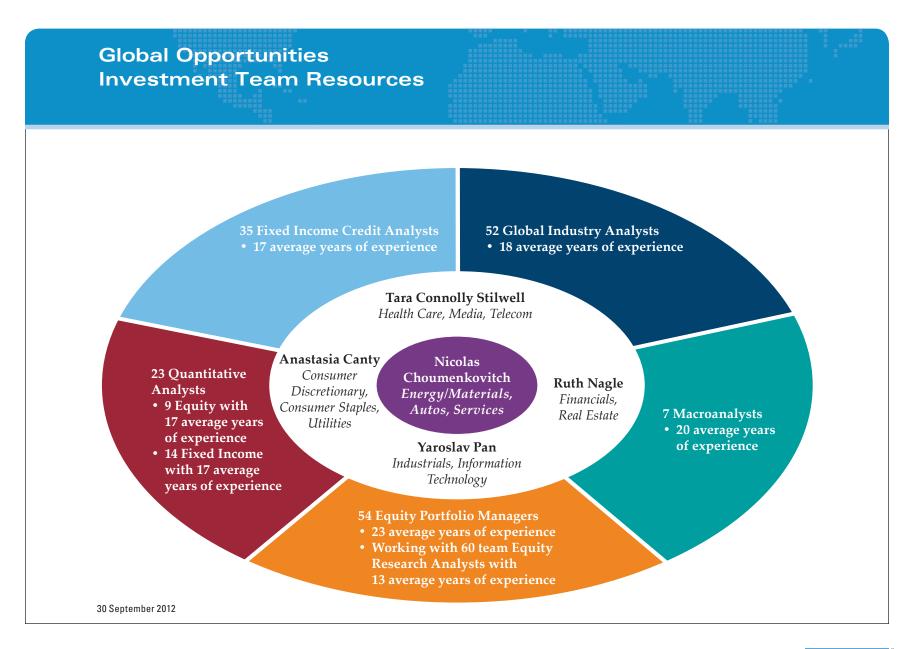
- Global Value Chain
- Diverse holdings across style spectrum (growth/value)
- No consistent style bias



Global Opportunities Investment Team

Nicolas M. Choumenkovitch	Equity Portfolio Manager
Senior Vice President	MBA, University of Virginia (Darden), 1992 23 years of professional experience 17 years with Wellington Management
Tara E. Connolly Stilwell, CFA	Equity Portfolio Manager
Vice President	BS, University of Pennsylvania (Wharton), 1994 18 years of professional experience 4 years with Wellington Management
Anastasia A. Canty, CFA	Equity Research Analyst
Vice President	MS, Boston College (Carroll), 1999 15 years of professional experience 6 years with Wellington Management
Ruth A. Nagle, CFA Vice President	Equity Research Analyst
	MBA, Case Western Reserve University, 1998 17 years of professional experience 6 years with Wellington Management
Yaroslav A. Pan	Equity Research Analyst
Vice President	BA, Bowdoin College, 2004 8 years of professional experience 7 years with Wellington Management
Edward B. Baldini, CFA	Investment Director
Vice President	MA, Trinity College, 1997 27 years of professional experience 7 years with Wellington Management







Global Opportunities Investment Philosophy

We believe mispriced returns on capital drive stock prices
• Underestimated improvement in returns

- Underestimated sustainability of returns

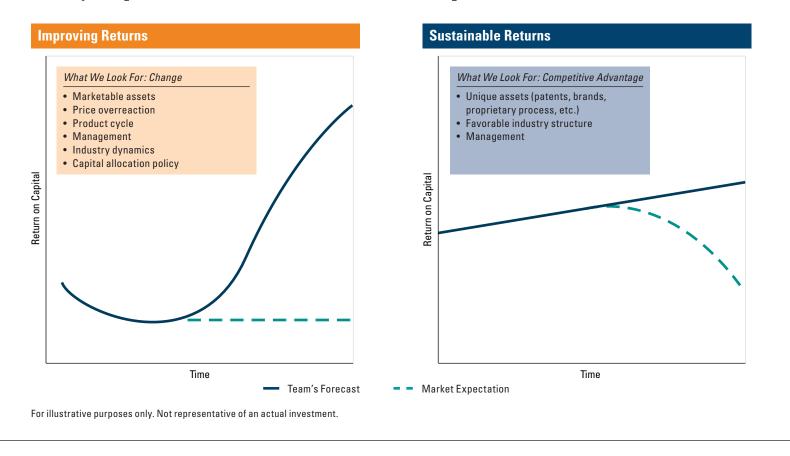
We believe a return on capital focus allows a

- Consistent measure of value creation across countries and sectors
- Broad opportunity set



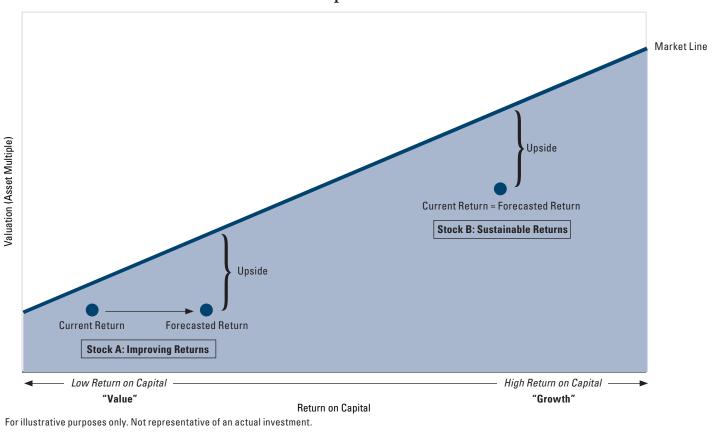
Global Opportunities Idea Generation

Identify companies where we believe future returns on capital are underestimated



Global Opportunities Analytical Framework

We look for stocks where we believe future returns on capital are undervalued (shaded area) Cash-flow based valuation metrics measure upside



Global Opportunities Investment Process

Idea Sources

Proprietary research

- Company meetings
- Global industry analysts
- Other Wellington Management portfolio management teams
- Investment screens

Idea Generation

Industry change

Management change

Unique assets

Global value chain

Stock Selection

Differentiated insight

Improving or sustainable return on capital

Valuation – cheap per unit of return

- Discounted cash flow
- Asset Multiples

Portfolio Construction

Price target

Upside/Downside analysis

Diversification – stocks, industries, regions, alpha drivers

Risk analysis



The above characteristics are sought during the portfolio management process. Actual experience may not reflect all of these characteristics, or may be outside of stated ranges.



North Carolina DC Global Opportunities Investment Returns (US\$) Through 30 September 2012

	3 Mos	1 Yr	2 Yrs	Since Inception*
North Carolina DC Global Opportunities	7.0%	24.3%	8.5%	10.9%
MSCI All Country World	7.0	21.7	7.2	9.5
	YTD	2011		

Annualized Returns

North Carolina DC Global Opportunities 76.3% 77.6% MSCI All Country World 13.4 -6.9



^{*}Inception date of the Portfolio is 31 July 2010 | Returns for periods less than one year are not annualized.

Global Opportunities Investment Returns (US\$) Through 30 September 2012

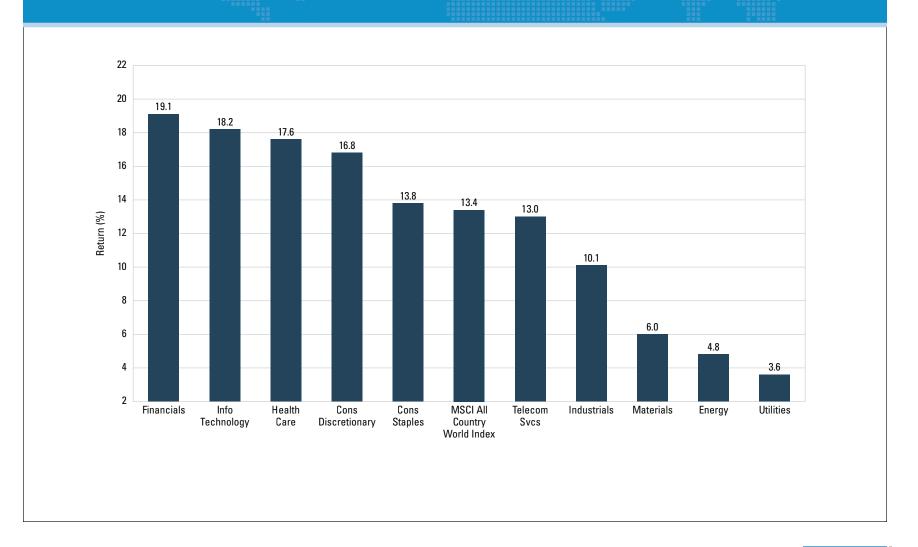
Annualized	Returns

	1 Yr	3 Yrs	5 Yrs	Since Inception	1*		
Global Opportunities All Country World Composite MSCI All Country World Index	24.3 % 21.7	9.9% 7.8	0.9% -1.5	9.4% 7.4	_		
	YTD	2011	2010	2009	2008	2007	2006
Global Opportunities All Country World Composite MSCI All Country World Index	16.4% 13.4	-7.9 % -6.9	17.4% 13.2	39.2 % 35.4	-42.4% -41.8	23.4 % 12.2	19.0% 21.5

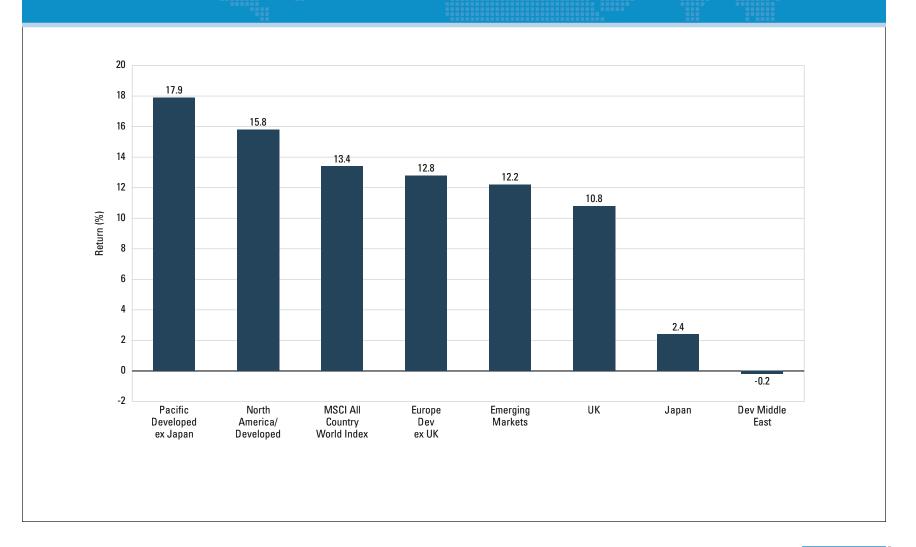
^{*}Composite inception date is 30 September 2003. | Performance returns for periods less than one year are not annualized. | Gross performance results are net of commissions and other direct expenses, but before (gross of) advisory fees, custody charges, withholding taxes, and other indirect expenses, and include reinvestment of dividends. If all expenses were reflected, the performance shown would be lower. Actual fees will vary depending on, among other things, the applicable fee schedule and account size. For example, if US\$100,000 was invested and experienced a 10% annual return compounded monthly for ten years, its ending value, without giving effect to the deduction of advisory fees, would be US\$270,704 with an annualized compounded return of 10.47%. If an advisory fee of 0.95% of average net assets per year were deducted monthly for the ten-year period, the annualized compounded return would be 9.43% and the ending dollar value would be US\$246,355. Information regarding the firm's advisory fees is available upon request. Composite returns have the potential to be adjusted until reviewed and finalized 30 days following each calendar quarter end period. Past performance is no guarantee of future results. For use in one-on-one presentations only. This supplemental information complements the GIPS® compliant presentation provided in the attachment.



MSCI All Country World Index Returns by Sector Year-to-Date as of 30 September 2012



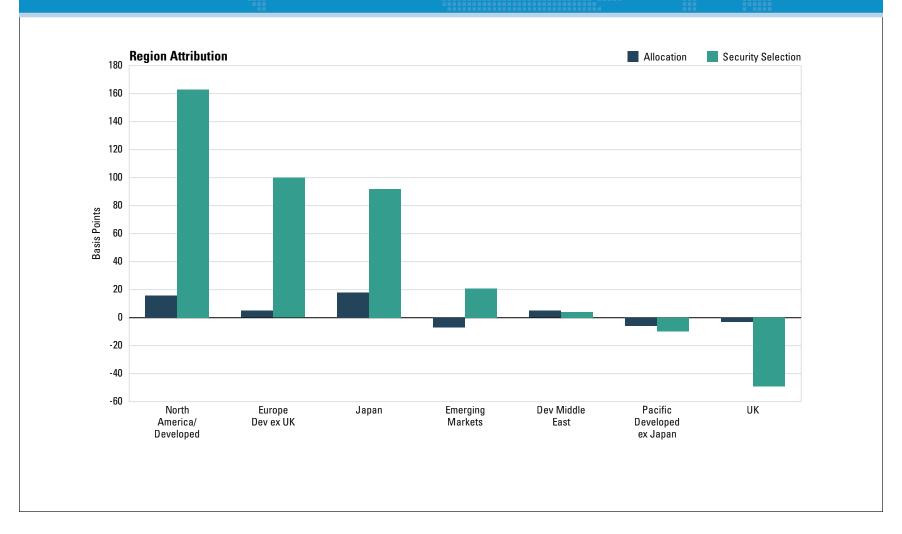
MSCI All Country World Index Returns by Region Year-to-Date as of 30 September 2012



North Carolina DC Global Opportunities Performance by Sector: Year-to-Date as of 30 September 2012 Portfolio: 16.3%; Benchmark: 13.4%



North Carolina DC Global Opportunities Performance by Region: Year-to-Date as of 30 September 2012 Portfolio: 16.3%; Benchmark: 13.4%



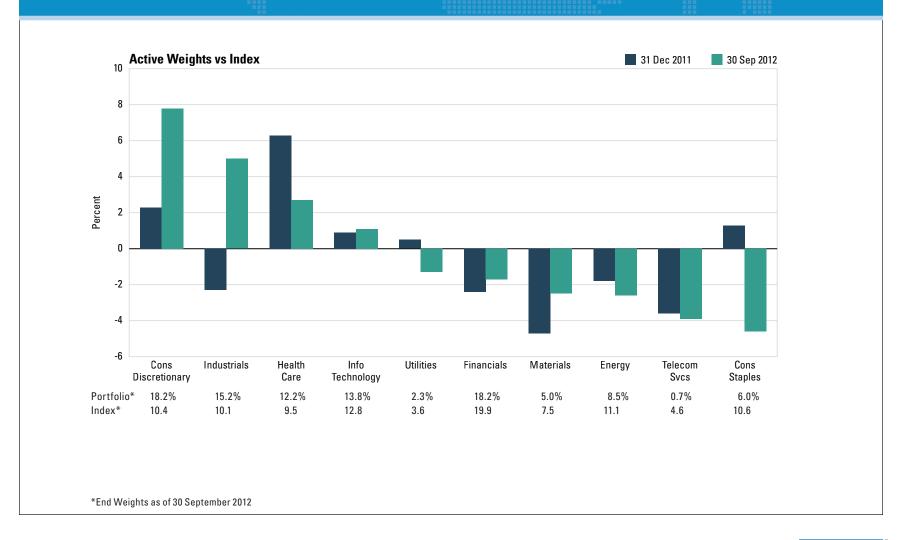
North Carolina DC Global Opportunities Contributors to Relative Performance Year-to-Date as of 30 September 2012

To	рF	ive

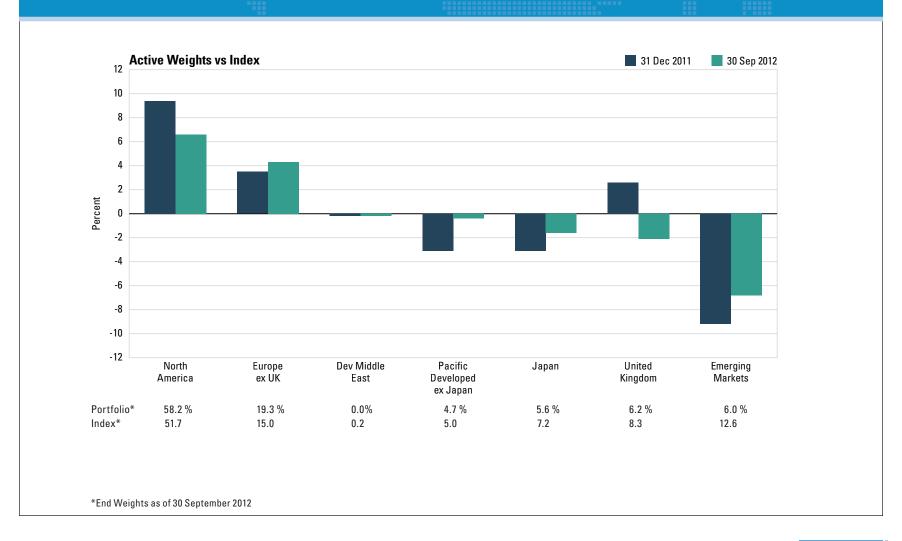
		Average Weight	Period Return	Relative Impact
Regeneron Pharmaceuticals	Pharma, Biotech & Life Sci	1.0%	176.1%	113 bps
Gilead Sciences	Pharma, Biotech & Life Sci	1.3	63.6	47
Continental	Auto & Components	0.8	60.2	41
Amazon.com	Retailing	1.4	45.5	31
Liberty Global	Media	1.1	32.4	30
Bottom Five				
2000011110				D 1
20102112210		Average Weight	Period Return	Relative Impact
Tesco	Food & Staples Retailing	Average Weight 0.5%	Period Return -16.2%	
	Food & Staples Retailing Energy			Impact
Tesco		0.5%	-16.2%	Impact -35 bps
Tesco Anadarko Petroleum	Energy	0.5%	-16.2% -8.4	-35 bps
Tesco Anadarko Petroleum Chesapeake Energy	Energy	0.5% 1.8 0.3	-16.2% -8.4 -37.2	-35 bps -29 -28



North Carolina DC Global Opportunities Sector Positioning as of 30 September 2012



North Carolina DC Global Opportunities Regional Positioning as of 30 September 2012



North Carolina DC Global Opportunities Top Active Positions as of 30 September 2012

Top Overweights

Сотрапу	Industry	Country	Portfolio Weight	Benchmark Weight	Difference
Air Liquide	Chemicals	France	2.4%	0.1%	2.3%
Anadarko Petroleum	Oil, Gas & Consumable Fuels	United States	2.0	0.1	1.9
Unibail-Rodamco	Real Estate Inv Trusts (REITs)	France	2.0	0.1	1.9
Daito Trust Construction	Real Estate Mgmt & Dev	Japan	1.8	0.0	1.8
XL Group	Insurance	United States	1.5	0.0	1.5

Top Underweights

Сотрапу	Industry	Country	Portfolio Weight	Benchmark Weight	Difference
ExxonMobil	Oil, Gas & Consumable Fuels	United States	0.0%	1.5%	-1.5%
General Electric	Industrial Conglomerates	United States	0.0	0.8	-0.8
Chevron	Oil, Gas & Consumable Fuels	United States	0.0	0.8	-0.8
IBM	IT Svcs	United States	0.0	0.8	-0.8
Microsoft	Software	United States	0.0	0.8	-0.8



North Carolina DC Global Opportunities Portfolio Characteristics as of 30 September 2012

	Global Opportunities	MSCI All Country World
Size		
Asset-weighted Market Cap	\$53.9 bil	\$81.7 bil
Over \$50 billion	23%	42%
\$20 – 50 billion	34	23
\$10 – 20 billion	18	17
\$2 – 10 billion	23	17
Under \$2 billion	2	1
Valuation		
Projected EPS Growth (3 – 5 Yrs)	11.8%	10.7%
Projected P/E	12.6x	11.2x
Risk*		
Projected Tracking Risk	2.64%	
Projected Beta	1.04	
Projected R ²	0.98	

^{*}Evaluated using the Barra Global Long-Term Model (GEM2L) on a representative account for this approach | Portfolio statistics were calculated using Wellington Management's internal systems, which use the Barra factor model for certain data. For projected risk statistics, certain assumptions were made within the Barra factor model with respect to model type, benchmark, security classification and risk assignment, and timing to calculate results. Differing assumptions can cause projected risk statistics to vary and may cause the figures to deviate significantly from those obtained with another risk model.



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Opportunistic Growth Market Environment and Performance Review Year-to-Date Ended 31 December 2011

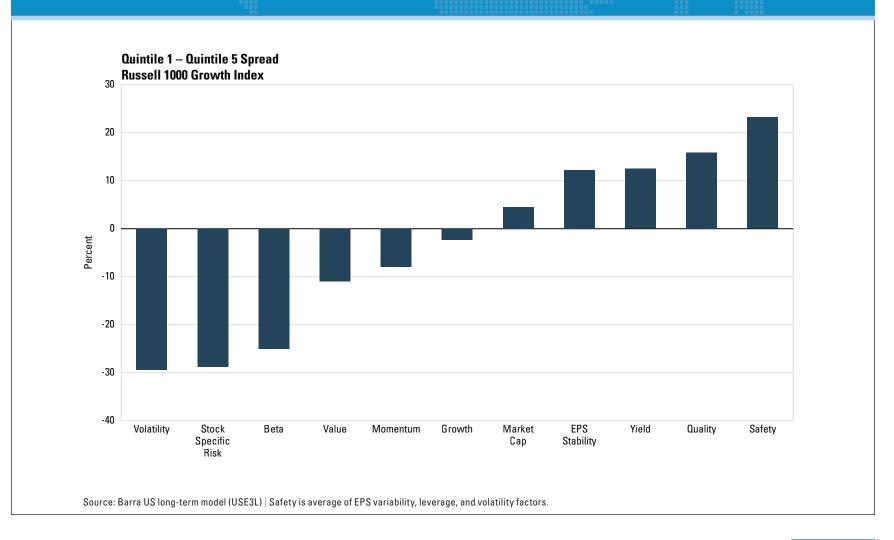
Macro concerns led to a narrow market with high correlations creating headwinds for our fundamentally-oriented, research-driven process

Market Drivers	Our Positioning
Defensive Sectors	Underweight outperforming Utilities, Consumer Staples, and Health Care
Low Growth	Market rewarded low growth; our research efforts are focused on uncovering above-average, sustainable revenue and earnings growth
Yield	Growth companies have attractive reinvestment opportunities; dividends not an important part of our process
Safety	Underweight safety* as our process leads us to higher growth, sustainable franchises
Low Beta	3-year historic beta > 1.0; low beta rewarded in uncertain times

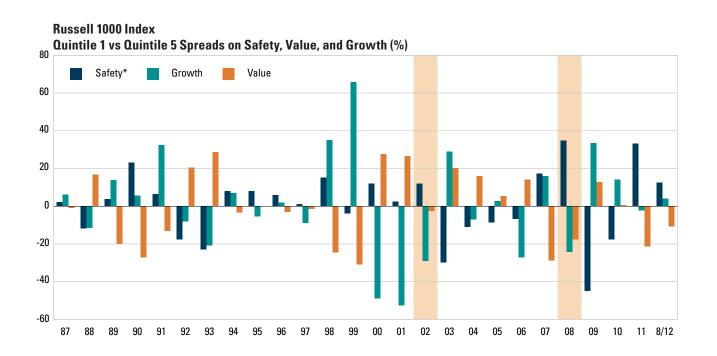
^{*}Safety is average of EPS variability, leverage, and volatility factors. | Source: Barra US Long-Term Model (USE3L) | Market Environment – Portfolio Positioning Relative to Russell 1000 Growth



Returns to Risk Factors Among Growth Stocks Period Ended 31 December 2011



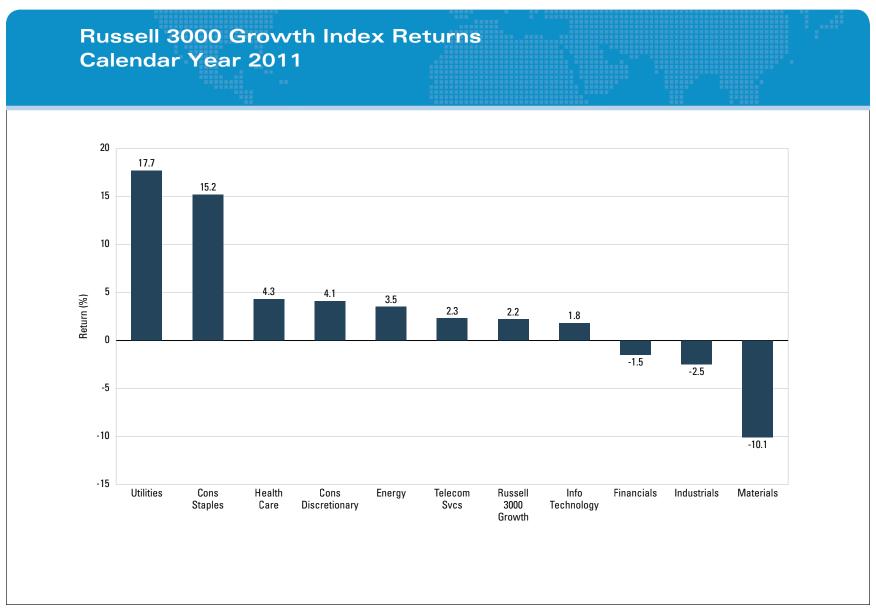
Flight to Safety Dominates Fundamentals



2002 and 2008 were the only other years when both Growth and Value performed poorly

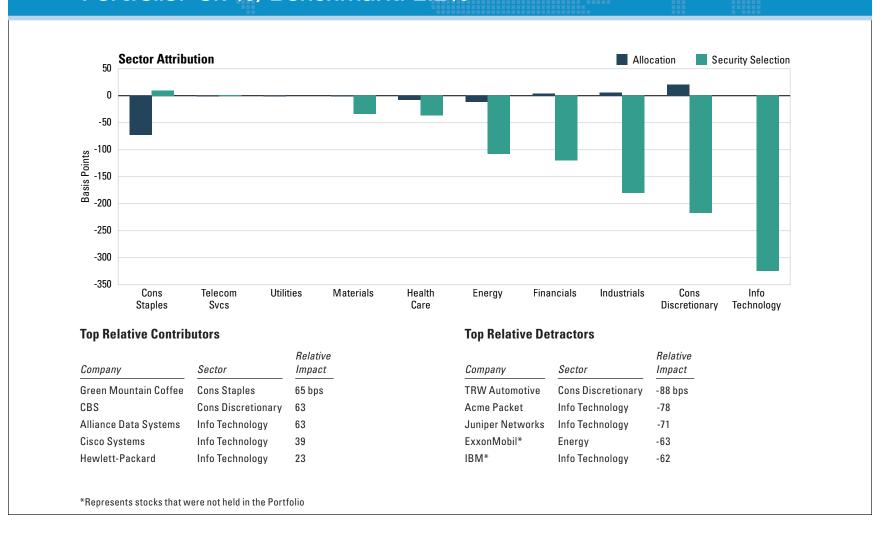
*Safety is average of EPS variability, leverage, and volatility factors. | Source: Barra US Model







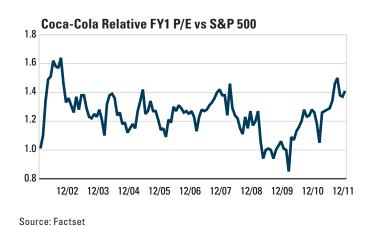
North Carolina DC Opportunistic Growth Performance Review: Calendar Year 2011 Portfolio: -8.7%; Benchmark: 2.2%

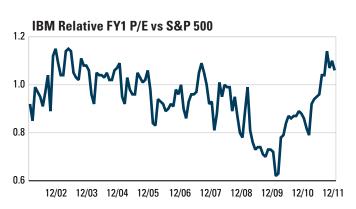


Relative FY 1 P/E vs S&P 500 Ten Years Ended 11 December 2011









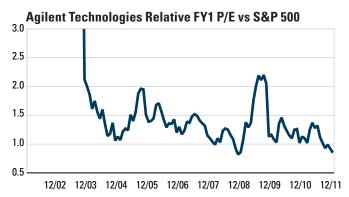


Relative FY 1 P/E vs S&P 500 Ten Years Ended 31 December 2011









Source: Factset | The securities shown were selected because they were deemed to be representative of the investment process. The specific securities identified are not representative of all of the securities purchased, sold, or recommended for clients. It should not be assumed that an investment in the securities identified has or will be profitable. Actual holdings will vary for each client and there is no guarantee that a particular client's account will hold any or all of the securities listed. Refer to the GIPS® compliant presentation provided in the attachment for information regarding the composite.



Schedule of Performance Returns from 01 January 2002 to 31 December 2011

Period	Gross	Net	Benchmark	Number of	Internal	Composite Mkt. Value	Total Firm Assets
renou	Return (%)	Return (%)	Return (%)	Accounts	Dispersion (%)	(USD Mil)	(USD Mil)
2002	-23.66	-24.21	-27.88	N/M	N/M	906	302,863
2003	35.15	34.23	29.75	8	0.3	2,021	393,992
2004	14.62	13.83	6.30	18	0.2	3,163	469,884
2005	8.93	8.15	5.26	19	0.2	3,044	520,693
2006	7.08	6.28	9.07	22	0.4	3,980	575,492
2007	15.30	14.45	11.81	20	0.1	4,288	588,376
2008	-38.56	-39.04	-38.44	18	0.1	2,538	419,641
2009	36.36	35.37	37.21	20	0.3	3,950	537,384
2010	21.87	20.97	16.71	16	0.2	4,909	633,922
2011	-8.75	-9.43	2.64	17	0.1	3,751	651,496

Benchmark: Russell 1000 Growth

N/M: For years where there are five or fewer accounts throughout the performance period. Internal Dispersion and Number of Accounts are not meaningful.

Composite Description: Accounts included in the Opportunistic Growth Composite seek to outperform growth indexes and, longer term, the broader market. The Opportunistic Growth investment approach seeks to add value by emphasizing market leading companies in sectors and industry niches with strong growth prospects.

Composite Creation Date: The composite creation date is June 2000.

Composite Membership: All fully discretionary, fee paying accounts are eligible for inclusion in the composite.

Fee Schedule: The US institutional separate account fee schedule for this product is:

 Market Value
 Annual Fee

 On the first US\$25 million
 0.75%

 On the next US\$25 million
 0.65

 Over US\$50 million
 0.55

Firm: For purposes of GIPS® compliance, the Firm is defined as all accounts managed by Wellington Management Company, LLP, an independently owned, SEC-registered investment adviser which, along with its subsidiaries and affiliates (collectively, Wellington Management), provides investment advisory services to institutions around the world. Located in Boston, Massachusetts, Wellington Management also has offices in Chicago, Illinois; Radnor, Pennsylvania; San Francisco, California; Beijing; Frankfurt; Hong Kong; London; Singapore; Sydney; and Tokyo.

GIPS®: Wellington Management claims compliance with the Global Investment Performance Standards (GIPS®) and has prepared and presented this report in compliance with the GIPS® standards. Wellington Management has been independently verified for the periods 1 January 1993 to 31 December 2010. The verification report is available upon request. Verification assesses whether (1) the firm has complied with all the composite construction requirements of the GIPS® standards on a firm-wide basis and (2) the firm's policies and procedures are designed to calculate and present performance in compliance with the GIPS® standards. Verification does not ensure the accuracy of any specific composite presentation.

Performance Calculation: Gross performance results are net of trading expenses. Net performance returns are net of a model investment management fee and are calculated by subtracting 1/12th of the highest applicable fee on a monthly basis from the

composite gross returns. Returns, market values, and assets are reported in USD except when otherwise noted. Returns, market values and assets reported in currencies other than USD are calculated by converting the USD monthly return and assets using the appropriate exchange rate (official 4:00 p.m. London closing spot rates). Policies for valuing portfolios, calculating performance, and preparing compliant presentations are available upon request.

Internal Dispersion: The dispersion measure presented is the asset-weighted standard deviation. The asset-weighted standard deviation measures the dispersion of individual account returns relative to the asset-weighted composite return. Only accounts that have been included in the composite for the full period are included in the standard deviation calculation. Limitations imposed by client guidelines or by law on an account's ability to invest in certain securities or instruments, such as IPO securities, and/or implementation of the firm's Trade Allocation Policies and Procedures, may cause the account's performance to differ from that of the composite.

External Dispersion: The dispersion measure presented is the three-year annualized ex-post standard deviation. It measures the variability of the composite and the benchmark(s) over the preceding 36-month period. For periods prior to 1 January 2011, the Firm was not required to present the standard deviation.

	3-Year Standard Deviation (%)	
Year	Composite	Benchmark
2011	21.49	17.76

Composite Listing: Wellington Management's list of composite descriptions is available upon request.

Other Matters: This material contains summary information regarding the investment approach described herein and is not a complete description of the investment objectives, policies, guidelines, or portfolio management and research that supports this investment approach. Any decision to engage Wellington Management should be based upon a review of the terms of the investment management agreement and the specific investment objectives, policies, and guidelines that apply under the terms of such agreement.

Past Performance: Past performance is no guarantee of future results.

Wellington Management Composite: Quality Value

Schedule of Performance Returns from 01 January 2002 to 31 December 2011

Period	Gross	Net	Benchmark	Number of	Internal	Composite Mkt. Value	Total Firm Assets
1 enou	Return (%)	Return (%)	Return (%)	Accounts	Dispersion (%)	(USD Mil)	(USD Mil)
2002	-14.88	-15.40	-15.52	9	0.3	1,064	302,863
2003	28.49	27.74	30.03	9	0.2	1,346	393,992
2004	13.83	13.15	16.49	9	0.1	1,281	469,884
2005	7.82	7.18	7.05	8	0.1	1,002	520,693
2006	20.47	19.76	22.25	9	0.1	1,071	575,492
2007	8.72	8.08	-0.17	9	0.4	1,147	588,376
2008	-30.26	-30.69	-36.85	9	0.5	962	419,641
2009	26.24	25.50	19.69	8	0.3	1,414	537,384
2010	15.06	14.38	15.51	10	0.7	1,859	633,922
2011	0.04	-0.56	0.39	13	0.2	3,876	651,496

Benchmark: Russell 1000 Value

Composite Description: Accounts included in the Quality Value Composite seek to provide long-term total returns in excess of the Russell 1000 Value Index without taking greater than average risk by investing in sound, large cap companies with improving prospects that are valued conservatively by the market. The investment process stresses security selection based on bottom-up fundamental research with a focus on companies that are good stewards of capital, strong operators in undercapitalized industries, and/or market leaders with franchise value.

Composite Creation Date: The composite creation date is May 1996.

Composite Membership: All fully discretionary, fee paying accounts are eligible for inclusion in the composite.

Fee Schedule: The US institutional separate account fee schedule for this product is:

Market Value	Annual Fee
On the first US\$25 million	0.60%
Next US\$25 million	0.50
Over US\$50 million	0.40

Firm: For purposes of GIPS® compliance, the Firm is defined as all accounts managed by Wellington Management Company, LLP, an independently owned, SEC-registered investment adviser which, along with its subsidiaries and affiliates (collectively, Wellington Management), provides investment advisory services to institutions around the world. Located in Boston, Massachusetts, Wellington Management also has offices in Chicago, Illinois; Radnor, Pennsylvania; San Francisco, California; Beijing; Frankfurt; Hong Kong; London; Singapore; Sydney; and Tokyo.

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Performance Calculation: Gross performance results are net of trading expenses. Net performance returns are net of a model investment management fee and are calculated by subtracting 1/12th of the highest applicable fee on a monthly basis from the composite gross returns. Returns, market values, and assets are reported in USD except when otherwise noted. Returns, market values and assets reported in currencies other than USD are calculated by converting the USD monthly return and assets using the appropriate exchange rate (official 4:00 p.m. London closing spot rates). Policies for valuing portfolios, calculating performance, and preparing compliant presentations are available upon request.

Internal Dispersion: The dispersion measure presented is the asset-weighted standard deviation. The asset-weighted standard deviation measures the dispersion of individual account returns relative to the asset-weighted composite return. Only accounts that have been included in the composite for the full period are included in the standard deviation calculation. Limitations imposed by client guidelines or by law on an account's ability to invest in certain securities or instruments, such as IPO securities, and/or implementation of the firm's Trade Allocation Policies and Procedures. may cause the account's performance to differ from that of the composite.

External Dispersion: The dispersion measure presented is the three-year annualized ex-post standard deviation. It measures the variability of the composite and the benchmark(s) over the preceding 36-month period. For periods prior to 1 January 2011, the Firm was not required to present the standard deviation.

	3-Year Standard Deviation (%)	
Year	Composite	Benchmark
2011	18.93	20.69

Composite Listing: Wellington Management's list of composite descriptions is available upon request.

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Past Performance: Past performance is no quarantee of future results.

Period	Gross Return (%)	Net Return (%)	Benchmark Return (%)	Number of Accounts	Internal Dispersion (%)	Composite Mkt. Value (USD Mil)	Total Firm Assets (USD Mil)
2003 ¹	15.40	15.21	14.52	N/M	N/M	76	393,992
2004	17.02	16.20	15.75	N/M	N/M	87	469,884
2005	11.88	11.05	11.37	N/M	N/M	464	520,693
2006	18.95	18.09	21.53	N/M	N/M	529	575,492
2007	23.44	22.53	12.18	6	0.2	280	588,376
2008	-42.44	-42.89	-41.85	N/M	N/M	456	419,641
2009	39.23	38.22	35.41	N/M	N/M	640	537,384
2010	17.42	16.55	13.21	N/M	N/M	483	633,922
2011	-7.88	-8.58	-6.86	8	0.4	472	651,496

Benchmark: MSCI All Country World

N/M: For years where there are five or fewer accounts throughout the performance period, Internal Dispersion and Number of Accounts are not meaningful.

Composite Description: Accounts included in the Global Opportunities All Country World Composite seek to achieve returns above the MSCI All Country World Index by investing primarily in global equity securities. To achieve the objective the approach will have a diversified portfolio which covers a broad range of countries, industries and companies, focusing on companies with unique assets and/or the potential to generate better than expected return on capital.

Composite Creation Date: The composite creation date is September 2003.

Composite Membership: All fully discretionary, fee paying accounts are eligible for inclusion in the composite.

Fee Schedule: The US institutional separate account fee schedule for this product is:

Market Value	Annual Fee
On the first US\$25 million	0.75%
On the next US\$25 million	0.65
Over US\$50 million	0.55

Firm: For purposes of GIPS® compliance, the Firm is defined as all accounts managed by Wellington Management Company, LLP, an independently owned, SEC-registered investment adviser which, along with its subsidiaries and affiliates (collectively, Wellington Management), provides investment advisory services to institutions around the world. Located in Boston, Massachusetts, Wellington Management also has offices in Chicago, Illinois; Radnor, Pennsylvania; San Francisco, California; Beijing; Frankfurt; Hong Kong; London; Singapore; Sydney; and Tokyo.

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External Dispersion: The dispersion measure presented is the three-year annualized ex-post standard deviation. It measures the variability of the composite and the benchmark(s) over the preceding 36-month period. For periods prior to 1 January 2011, the Firm was not required to present the standard deviation.

3-Year Standard Deviation (%)		
Year	Composite	Benchmark
2011	20.38	20.59

Composite Listing: Wellington Management's list of composite descriptions is available upon request.

Other Matters: This material contains summary information regarding the investment approach described herein and is not a complete description of the investment objectives, policies, guidelines, or portfolio management and research that supports this investment approach. Any decision to engage Wellington Management should be based upon a review of the terms of the investment management agreement and the specific investment objectives, policies, and guidelines that apply under the terms of such agreement.

Past Performance: Past performance is no guarantee of future results.

¹ Returns reflect performance beginning 01 October 2003.

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