

**NOTICE AND CONSENT CONCERNING PARTICIPATION OF COMMON OR  
COLLECTIVE FUNDS IN EQUILEND IN ACCORDANCE WITH THE  
EQUILEND PROHIBITED TRANSACTION EXEMPTION**

**To:** The Authorizing Fiduciary of a Plan (as defined below) that intends to participate in one or more common or collective funds (each, a “Lending Fund” and collectively, the “Lending Funds”) for which Northern Trust Investments, Inc. (“NTI”) acts as trustee and for which The Northern Trust Company (“Northern”) acts as securities lending agent

This Notice and Consent sets forth the rights of any Plan that intends to invest its assets in one or more Lending Funds with respect to transactions between EquiLend and the Lending Funds.

EquiLend is a joint venture of various securities lending agents and securities borrowers, in which Northern has an equity interest.<sup>1</sup> EquiLend provides two main services, an electronic trading platform (the “Platform”) and a data and market analysis tool (“DataLend”).

The Platform was launched on June 25, 2002 and provides standard electronic methods for communicating securities available for borrowing, negotiating loans, and exchanging information needed to administer those loans. The Platform is intended to create operational efficiencies and reduce the potential risks of lending transactions by streamlining the trading, processing and monitoring of securities lending transactions. EquiLend is not itself a principal in any transaction but rather facilitates securities lending transactions between borrowers and agent lenders by providing access and connectivity between potential borrowers and agent lenders. The Lending Funds currently participate in the Platform.

DataLend is a market analysis data tool which was launched in January 2013. It is designed to allow its users to view and analyze a broad range of transaction information including securities lending and borrowing data, reports, graphical interfaces and other benchmarking tools. To generate these tools, data from the Lending Funds’ securities lending transactions (conducted both on and off the Platform) is submitted to EquiLend by users of DataLend, including Northern (however, this data does not disclose the identity of any lending clients engaged in these transactions). Access to this DataLend information is intended to enhance agent lenders’ ability to evaluate the securities lending marketplace when making securities lending decisions on behalf of clients. The Lending Funds currently participate in DataLend.

The services and products offered by EquiLend (including the Platform and DataLend) may be offered either directly to Northern clients or to Northern for the benefit of its clients and the Lending Funds. No Lending Fund is charged any additional fee for any EquiLend services or

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<sup>1</sup> EquiLend is a subsidiary of EquiLend Holdings L.L.C., which is a holding company owned by BlackRock Asset Management International Inc., Credit Suisse First Boston Next Fund, Inc., The Goldman Sachs Group, Inc., J.P. Morgan Clearing Corp., J.P. Morgan Strategic Securities Lending Corp., Merrill Lynch L.P. Holdings, Inc., Strategic Investments I, Inc. (Morgan Stanley), Northern Trust Corporation, SSB Investments, Inc. (State Street), and UBS Americas, Inc.

products used by the Lending Funds; rather any fees charged by EquiLend, including fees for participation in the Platform and DataLend, are paid by Northern.

As one of the equity owners of EquiLend, Northern has a financial interest in the successful operation of EquiLend. As a result, EquiLend has obtained Prohibited Transaction Exemption 2002-30 from the U.S. Department of Labor (as amended 2013-05), which (a) enables Northern (and the other securities lending agents with equity interests in EquiLend) to (i) utilize EquiLend's Platform for lending the securities of Plans and (ii) utilize and provide client data to EquiLend for DataLend, and (b) permits EquiLend to sell or license ancillary products such as DataLend to Northern or to a Plan to which EquiLend is a party in interest. The final form of the exemption was originally published on June 6, 2002 in the Federal Register, and effective as of March 29, 2002. The final form of amendment to the exemption was published on March 29, 2013 in the Federal Register and is effective as of October 1, 2012.

Pursuant to the exemption, Northern intends that all of the Lending Funds will participate in the Platform and DataLend. The relevant terms of the exemption are as follows:

- An independent fiduciary of a Plan (an "Authorizing Fiduciary") must approve, in advance, the participation of the Plan in a Lending Fund that utilizes the Platform, DataLend and the purchase or licensing of each ancillary product by Northern for the benefit of the Plan. In the case of participation in the Platform and/or DataLend, the Authorizing Fiduciary shall be deemed to have approved such participation unless the Authorizing Fiduciary objects to Northern within 30 days after delivery by Northern of information regarding the Platform and DataLend to the Authorizing Fiduciary, in which case the Plan will not be permitted to invest in the Lending Fund(s).
- The Authorizing Fiduciary's approval shall not be deemed to have been made unless Northern furnishes the Authorizing Fiduciary with (i) any reasonably available information requested by the Authorizing Fiduciary, and (ii) any reasonably available information that Northern believes to be necessary for the Authorizing Fiduciary to determine whether such authorization should be made, including the following:
  - Northern, as securities lending agent, has a financial interest in the successful operation of EquiLend; and
  - Northern intends to provide EquiLend with securities lending data based on off-Platform securities lending transactions conducted by Northern on behalf of the Lending Fund.
- The Authorizing Fiduciary must be able to terminate, without penalty to the Plan, the participation of a Plan in the Platform, DataLend and/or the purchase or licensing of each lending-related product by Northern on behalf of a Plan by giving Northern five business days' advance written notice. If the Authorizing Fiduciary terminates the Plan's participation in the Platform or DataLend, the units of the Lending Fund(s) held by the Plan will be liquidated.

In connection with the foregoing, Northern has provided the Authorizing Fiduciary with such reasonably available information as it reasonably believes is necessary for the Authorizing Fiduciary to determine whether Northern's proposed use of the Platform on behalf of the Plan, Northern's proposed use of DataLend on behalf of the Plan (including the provision of off-

Platform securities lending data to EquiLend), and EquiLend’s sale or licensing of products to Northern should be authorized. In addition, Northern will provide any other reasonably available information that the Authorizing Fiduciary may reasonably request.

As used in this Notice and Consent, (1) “Authorizing Fiduciary” shall mean a Plan fiduciary who is independent of and not affiliated with Northern and receives no direct or indirect consideration from Northern or an affiliate of Northern in connection with any securities lending transaction involving the Plan; and (2) “Plan” shall mean a “plan” within the meaning of section 3(3) of ERISA subject to Part 4 of Subtitle B of Title I of ERISA, a “plan” within the meaning of section 4975(e)(1) of the U.S. Internal Revenue Code of 1986 (as amended), or The Federal Thrift Savings Fund.

By signing this Notice and Consent on behalf of the Plan, the Authorizing Fiduciary of the Plan hereby agrees to and approves the participation of the Plans in Lending Fund(s) that utilize the Platform, the participation of the Plans in Lending Fund(s) that utilize DataLend (including the provision of securities lending data based on off-Platform transactions) and the terms governing the sale or licensing of ancillary products by EquiLend to Northern, all as set forth in this Notice and Consent.

Plan Name: \_\_\_\_\_City of Clearwater  
Employees’ Pension Plan  
By: \_\_\_\_\_, \_\_\_\_\_its \_\_\_\_\_Authorizing  
Fiduciary  
Name: \_\_\_\_\_Frank V. Hibbard  
Title: \_\_\_\_\_Chairperson, Board of  
Trustees  
Date: \_\_\_\_\_

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