

DISCLOSURE OF THIRD-PARTY COMPENSATION

Pursuant to the Public Pension Fund Reform Code of Conduct, AlpInvest Partners is providing the information contained below in satisfaction of the requirement that it disclose to U.S. public pension funds investing in a Carlyle-sponsored investment fund any third-party compensation paid in connection therewith.

The table below sets forth, on an aggregate, fund-wide basis, the third-party compensation paid by AlpInvest Partners since the inception of the investment fund, unless otherwise stated, in connection with the subscription of any U.S. public pension plan to such fund as denoted below. Please note that the fees disclosed represent the full formation costs of the investment funds, and such amounts are typically limited to an agreed upon amount as set forth in the fund organizational documents.

AlpInvest Partners representatives are available to discuss and provide further information in response to specific requests by U.S. public pension plans.

Fund	Description of Compensation	Third Party	Amount of Compensation in USD
AlpInvest C Fund, L.P.	Legal Fees	Ropes & Gray	\$218,590.26
AlpInvest C Fund, L.P.	Legal Fees	Smith, Katzenstein & Jenkins	\$7,890.65
AlpInvest C Fund, L.P.	Legal Fees	Morgan Lewis	\$148,042.50
AlpInvest FC Credit Fund, L.P.	Legal Fees	Ropes & Gray	\$89,241.28
AlpInvest FC Credit Fund, L.P.	Legal Fees	Smith, Katzenstein & Jenkins	\$7,855.35
AlpInvest/Michigan Investment Fund, L.P.	Legal Fees	Ropes & Gray	\$159,083.60
AlpInvest North Rush, L.P.	Legal Fees	Latham & Watkins	\$51,395.82
AlpInvest North Rush II, L.P.	Legal Fees	Latham & Watkins	\$25,912.50

Note that no offer of interest in any Carlyle investment fund is being made hereby. A private offering of interests will be made, if at all, only pursuant to a confidential private placement memorandum and subscription documents of any such fund, which will be furnished only to qualified investors on a confidential basis.

AlpInvest North Rush II, L.P.	Legal Fees	Ropes & Gray	\$176.25
AlpInvest Co-Investment Fund (Onshore) VII, L.P.	Legal Fees	Ropes & Gray	\$260,575.09
AlpInvest Co-Investment Fund (Onshore) VII, L.P.	Legal Fees	Loyens & Loeff	\$16,405.03
AlpInvest Co-Investment Fund (Onshore) VII, L.P.	Legal Fees	Walkers	\$9,810.02
AlpInvest Co-Investment Fund (Onshore) VII, L.P.	Legal Fees	Vistra	\$3,342.88
AlpInvest Co-Investment Fund (Onshore) VII, L.P.	Legal Fees	Baker McKenzie	\$1,854.47
AlpInvest Co-Investment Fund (Onshore) VII, L.P.	Legal Fees	Kim & Chang	\$88.70
AlpInvest Co-Investment Fund (Onshore) VII, L.P.	Legal Fees	Stikeman Elliot	\$480.49
AlpInvest Co-Investment Fund (Onshore) VII, L.P.	Legal Fees	Mori Hamada & Matsumoto	\$1,092.43
AlpInvest Co-Investment Fund (Onshore) VII, L.P.	Printing	Netsquare	\$199.09
AlpInvest C Fund II, L.P.	Legal Fees	Morgan Lewis	\$47,362
AlpInvest C Fund II, L.P.	Legal Fees	Ropes & Gray	\$152,927.14
AlpInvest C Fund II, L.P.	Legal Fees	Smith, Katzenstein & Jenkins	\$9,464.42
Top Castle Sidecar VII, L.P.	Legal Fees	Ropes & Gray	\$56,301.95

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Top Castle Sidecar VII, L.P.	Legal Fees	Smith, Katzenstein & Jenkins	\$8,328
AlpInvest Chesapeake SCF I, L.P.	Legal Fees	Loyens Loeff	\$9,652.21
AlpInvest Chesapeake SCF I, L.P.	Legal Fees	Ropes & Gray	\$49,084.81
AlpInvest Co-Investment Fund (Onshore) VIII, L.P.	Consulting Fees	ACA Compliance Group LLC	\$24,377.63
AlpInvest Co-Investment Fund (Onshore) VIII, L.P.	Legal Fees	Bowman Gilfillan	\$1,410.02
AlpInvest Co-Investment Fund (Onshore) VIII, L.P.	Legal Fees	Kim & Chang	\$5,422.84
AlpInvest Co-Investment Fund (Onshore) VIII, L.P.	Legal Fees	Loyens Loeff	\$28,342.26
AlpInvest Co-Investment Fund (Onshore) VIII, L.P.	Legal Fees	Morgan Lewis	\$19,590.42
AlpInvest Co-Investment Fund (Onshore) VIII, L.P.	Legal Fees	Ropes & Gray	\$1,213,922.59
AlpInvest Co-Investment Fund (Onshore) VIII, L.P.	Legal Fees	Smith Katzenstein & Jenkins	\$5,356.37
AlpInvest Co-Investment Fund (Onshore) VIII, L.P.	Legal Fees	Stikeman Elliot	\$11,748.29
AlpInvest Co-Investment Fund (Onshore) VIII, L.P.	Legal Fees	Walkers	\$20,595.22
AlpInvest Co-Investment Fund (Onshore) VIII, L.P.	Legal Fees	InCloud, LLC	\$433.48
AlpInvest Co-Investment Fund (Onshore) VIII, L.P.	Administrative Fees	Intertrust	\$1,028.77

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AlpInvest Co-Investment Fund (Onshore) VIII, L.P.	Advisory Fees	PriceWaterhouseCoopers	\$2,190.88
AlpInvest Co-Investment Fund (Onshore) VIII, L.P.	Advisory Fees	Societe Generale Bank & Trust	\$2,773.39
AlpInvest Secondaries Fund (Onshore) VII, L.P.	Consulting Fees	ACA Compliance Group LLC	\$21,098.92
AlpInvest Secondaries Fund (Onshore) VII, L.P.	Legal Fees	Bowman Gilfillan	\$3,118.31
AlpInvest Secondaries Fund (Onshore) VII, L.P.	Legal Fees	Kim & Chang	\$3,952.93
AlpInvest Secondaries Fund (Onshore) VII, L.P.	Legal Fees	Loyens Loeff	\$35,710.05
AlpInvest Secondaries Fund (Onshore) VII, L.P.	Legal Fees	Mori Hamada & Matsumoto	\$543.64
AlpInvest Secondaries Fund (Onshore) VII, L.P.	Legal Fees	Ropes & Gray	\$1,446,483.60
AlpInvest Secondaries Fund (Onshore) VII, L.P.	Legal Fees	Smith, Katzenstein & Jenkins	\$7,516.76
AlpInvest Secondaries Fund (Onshore) VII, L.P.	Legal Fees	Stikeman Elliot	\$9,312.37
AlpInvest Secondaries Fund (Onshore) VII, L.P.	Legal Fees	Walkers	\$32,710.04
AlpInvest Secondaries Fund (Onshore) VII, L.P.	Advisory Fees	Fund Lab LLC	\$5,877.82
AlpInvest Secondaries Fund (Onshore) VII, L.P.	Legal Fees	Maitre Cosita Delvaux Notaire	\$487.84
AlpInvest Secondaries Fund (Onshore) VII, L.P.	Advisory Fees	PriceWaterhouseCoopers	\$1,764.80

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AlpInvest Secondaries Fund (Onshore) VII, L.P.	Administrative Fees	Vistra Barcelona S.L.U.	\$18,282.18
AlpInvest Secondaries Fund (Onshore) VII, L.P.	Advisory Fees	Societe Generale Bank & Trust	\$2,102.47
AlpInvest Atom Fund (Onshore), L.P.	Administrative Fees	Bundesanstalt fur Finanzdienstleistungs	\$387.98
AlpInvest Atom Fund (Onshore), L.P.	Legal Fees	Courier Jul	\$0.98
AlpInvest Atom Fund (Onshore), L.P.	Legal Fees	Debevoise & Plimpton LLP	\$84.52
AlpInvest Atom Fund (Onshore), L.P.	Legal Fees	Loyens Loeff	\$34,260.78
AlpInvest Atom Fund (Onshore), L.P.	Legal Fees	Mori Hamada & Matsumoto	\$2,077.94
AlpInvest Atom Fund (Onshore), L.P.	Legal Fees	Ropes & Gray	\$130,381.55
AlpInvest Atom Fund (Onshore), L.P.	Legal Fees	Walkers	\$23,481.84

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