

**Governor-Elect Rauner's Blind Trust Commitments**

On November 4, 2014, I was elected to serve as Governor of the State of Illinois commencing on January 12, 2015. I am committed to maintaining the highest ethical standards in my capacity as Governor. In furtherance of this commitment, I am establishing blind trust procedures and protections to assure that no conflict of interest exists between my personal investments and my public duties.

To avoid even an appearance of a conflict of interest, I am designating an Investment Adviser under a Power of Attorney and establishing specific blind trust procedures during my service as Governor to eliminate my day-to-day involvement in any company or issuer in which I hold any security interest or investment. I also commit to donating to charity or to the Rauner Family Foundation any proceeds from investment interests that I may hold that have any contract with the State of Illinois, the Capital Development Board, or the Illinois Toll Highway Authority.

The specifics of my commitments are set forth below:

1. Power of Attorney. I am granting Roundtable Investment Partners ("***Investment Adviser***") an exclusive power of attorney, pursuant to a Power of Attorney Agreement (attached). The Investment Adviser will act in my name and stead and will control in each and every respect my investment in any company or its direct or indirect subsidiaries or any other issuer of securities (each an "***Issuer***" or all the "***Issuers***") and any rights appurtenant thereto. I have authorized the Investment Adviser to make all decisions and to take any actions arising from or related to my status as a security holder in the Issuers that the Investment Adviser deems advisable in Investment Adviser's discretion, including, but not limited to, a full proxy to exercise any voting rights in respect of any of the Issuer securities that I own (including in connection with any change of control of any of the Issuers), and to make all decisions relating to acquisitions or dispositions relating thereto.

2. Illinois Statement of Economic Interests. As Governor I will be required to personally sign a Statement of Economic Interests and verify in writing that the Statement is accurate and complete. The requirements for the Statement of Economic Interests are set forth in Section 4A of the Illinois Government Ethics Act. 5 ILCS 420/4A-101 *et seq.* The requirements for the content and signature on the Statement is in Section 4A-103, which requires the Governor to sign the Statement and provide the following verification:

VERIFICATION:

"I declare that this statement of economic interests (including any accompanying schedules and statements) has been examined by me and to the best of my knowledge and belief is a true, correct and complete statement of my economic interests as required by the Illinois Governmental Ethics Act. I understand that the penalty for willfully filing a false or incomplete statement shall be a fine not to exceed \$1,000 or imprisonment in a penal institution other than the penitentiary not to exceed one year, or both fine and imprisonment."

I will instruct the Investment Adviser under the Power of Attorney to provide me only the information that I am required to examine in order to personally ensure that my Statement of Economic Interests is true, correct, and complete and in compliance with the Illinois Governmental Ethics Act.

3. Specific Blind Trust Procedures. At all times during my service as Governor, any information regarding the business and affairs of the Issuer, including information on the financial performance of the Issuer, or otherwise related to my status as a security holder in the Issuer, will go to the Investment Adviser and not to me.

4. State of Illinois Contracts. I will fully comply with the Procurement Ethics and Disclosure Provisions of the Illinois Procurement Code. In accordance with Section 50-13(a) of the Illinois Procurement Code, neither Diana nor I nor any of our children have or will during my service as Governor acquire any contract, or any direct pecuniary interest in any contract, that will be wholly or partially satisfied by the payment of funds appropriated by the General Assembly of the State of Illinois or with the Capital Development Board or the Illinois Toll Highway Authority ("*State Contract*").

5. Issuer State Contracts. In no event whatsoever shall any Issuer receive any favor or advantage in any contracting process and no Issuer shall promote the existence of my investment in the Issuer, for the direct or indirect purpose of obtaining a State Contract. Each Issuer must comply in all respects with any and all State of Illinois laws and regulations now or hereafter in effect that apply to any State Contract, including not entering into a State Contract if prohibited by applicable law and disclosing to the extent required under applicable law my investment in the Issuer that is being managed by the Investment Adviser.

6. No State Contract Benefit. If any Issuer or any of its direct or indirect subsidiaries, is a party to, enters into or acquires any State Contract, and I would be eligible or entitled to receive from the Issuer any amount arising from my investment in the Issuer ("*Investment Return*"), the Investment Adviser under the Power of Attorney will make a donation to charity or to the Rauner Family Foundation of a sum equal to the Investment Return, regardless of whether the State Contract has the effect of increasing the Investment Return.

**Attachment**  
**Power of Attorney**