

**BUFFINGTON & AARON**  
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LEGAL SPECIALIZATION

March 2, 2015

**CERTIFIED U.S. MAIL**  
**RETURN RECEIPT REQUESTED**

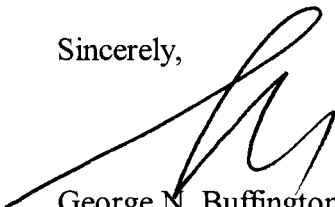
Top Hat Plan Exemption  
Employee Benefits Security Administration  
Room N-5644  
U.S. Department of Labor  
200 Constitution Ave. N.W.  
Washington, DC 20210

Re: 2014 Deferred Compensation Agreements for Directional Logic

Dear Sir/Madam:

Enclosed is a Statement of Compliance with 29 CFR 2520.104-23 that is being filed on behalf of Directional Logic for the Deferred Compensation Agreement for Directional Logic effective as of January 1, 2015. The agreement was signed on or about February 23, 2015.

Sincerely,



George N. Buffington

GNB:amc  
Enclosure: 2621.X06  
cc: Jenny Young (via mail w/enclosure)  
2621.L04

**STATEMENT OF COMPLIANCE WITH  
29 CFR 2520.104-23**

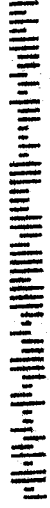
Directional Logic  
71 Stevenson Street, #400  
San Francisco, CA 94105  
EIN #: 46-3539293  
Plan Name: Deferred Compensation Agreement for Directional Logic

Directional Logic, a California corporation ("Employer") maintains one unfunded deferred compensation arrangement primarily for a select group of management or highly compensated employees with two participants. The plan was effective as of January 1, 2015 and signed on or about February 23, 2015.

The Employer will provide plan documents to the Secretary of Labor on request as required by Section 104(a)(1) of the Employee Retirement Income Security Act of 1974.

DATED: March 2, 2015

2621.X06



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**CONFIDENTIAL**

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