

Michael Spindler [REDACTED]  
To: Deepak Moorjani [REDACTED]  
Re: Pade Family Trust / New Millennium Capital Partners

January 12, 2010 4:25 PM

Deepak:

very thorough and well written. You (Upstart) didn't need this sort of thing. Just useless effort and time ill spent. I hope Pade takes this seriously enough and puts his a.. behind it to find out and put pressure on providing the documents.

best

Michael

On Tue, Jan 12, 2010 at 3:19 PM, DEEPAK MOORJANI [REDACTED] wrote:

Hi Bill,

I hope your trip to Africa was fun and exciting. I have received completed paperwork for the Pade Family Trust. Based on preliminary calculations, the Pade Family Trust distribution will be [REDACTED]

The New Millennium Capital Partners situation remains unresolved, and it may or may not be solvable. The investor in our fund was New Millennium Capital Partners, LLC with a tax ID of 94-3341434. Jon Duane delivered a W-9 for New Millennium Capital Partners II, LLC with a tax ID of 77-0548821.

Jon may not understand the issues. [See Deepak 122609.pdf and Duane 122909.pdf]. The GP may approve an assignment and assumption of interests if and only if sufficient due diligence has been completed. To approve an assignment, we will need to review certain documents.

1. Documentation needed to comply with basic customer identification laws and regulations, especially relating to Know Your Customer and Anti-Money Laundering provisions:

- A. The certificate of cancellation of New Millennium Capital Partners issued by the relevant secretary of state
- B. A list of partners and corresponding partnership interests in New Millennium Capital Partners
- C. The certificate of incorporation of New Millennium Capital Partners II issued by the relevant secretary of state
- D. A list of partners and corresponding partnership interests in New Millennium Capital Partners II

My understanding is that money laundering is often conducted by receiving money from one entity and distributing money to another entity. This distribution is a return of capital, and we have not been provided any information on the new entity. (See: <http://money.howstuffworks.com/money-laundering.htm>).

FINRA has additional information at this link:

[http://www.accelacast.com/programs/finra\\_aml\\_reviews/](http://www.accelacast.com/programs/finra_aml_reviews/)

I believe there is a heightened need for due diligence given McKinsey's involvement in the Galleon insider-trading scandal. Even from my post in Singapore, Anil Kumar's arrest several months ago was well-publicized, and I remember that you introduced me to Anil several years ago. Anil and I never met, but we did have one conversation by phone. I read that Anil plead guilty last week to fraud and conspiracy (See Ex-McKinsey exec: Rajaratnam paid \$1.75 mln for tips, <http://link.reuters.com/vyh42h>)

2. Additionally, we need to ensure that this assignment does not constitute a sale of interests. This can be determined by a review of items in 1B and 1D. Several years ago, Sumitomo Corporation decided to exit the fund investment business, and Sumitomo auctioned its portfolio of private equity fund interests. The final bidders were Landmark Partners and Grove Street Advisors. We sought advice from tax counsel, and based on this advice, we did not consent to Sumitomo's sale of the Upstart Capital interests. This sale would have created adverse tax consequences for the other beneficiaries of the trust. As such, Sumitomo sold its other private equity fund interests but kept its interest in Upstart Capital. Sumitomo has had to maintain its LLC investment vehicle for several years until we reach a final distribution of capital.

More recently, we permitted the assignment conducted by our largest investor from himself (as an individual) to a limited partnership that he owns which maintains his interests in a number of hedge and private equity funds.

In closing, I do not know if you have an economic interest in New Millennium Capital Partners. If not, please feel free to pass this email to Jon Duane. Until recently, I had been dealing with Deborah Buck. I was under the impression that she was a member of the partnership, and we recently sought to confirm her identity. She indicated that she was Jon's secretary and not a member of the investment partnership. The attached emails are my only interactions with Jon. It is interesting that Jon has been asking me to deal with his secretary. This is a unique approach that has not been pursued by any of our other investors.

If Jon is the correct person, please let him know that his response ("Please forward our procedes [sic] as directed.") is interesting but wonderfully insufficient.

Thank you.

Deepak Moorjani  
[REDACTED]

On Jan 4, 2010, at 5:43 PM, Pade, Bill wrote:

Deepak,

Thanks for sending a copy of the distribution letter. I wanted to clarify one thing on this: the Pade Family Trust and New Millenium Partners were two separate investors in the Upstart Fund. I emailed back to you the W-9 for the Trust in early December, and hopefully Jon Duane has gotten the information for New Millenium to you.

For the distribution to the Pade Family Trust, do you have the information that you need--is it coming by check to my home address or do you need wiring instructions? If so, let me know and I will forward it.

Many thanks,

Bill

William J. Pade  
Partner

Oak Hill Capital Partners  
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-----Original Message-----

From: DEEPAK MOORJANI [mailto:[deepak@oakhillcapital.com](mailto:deepak@oakhillcapital.com)]  
Sent: Tuesday, December 29, 2009 11:39 AM  
To: Pade, Bill  
Subject: Re: Capital Distribution (clarification needed)

Thanks. Here is the distribution letter, if it's helpful. Have fun.

Note: The interests are not freely transferable. I don't think your colleague (Jon) understands this.

Deepak Moorjani  
[deepak@oakhillcapital.com](mailto:deepak@oakhillcapital.com)