

## ATTACHMENT A

### Form of Placement Agent and Political Contribution Disclosure Letter

Treasurer of the State of North Carolina  
325 North Salisbury Street  
Raleigh, North Carolina 27603

Re: Disclosure Letter pursuant to Placement Agent and Political Contribution Policy

Ladies and Gentlemen:

Under Section III(A) of the Placement Agent and Political Contribution Policy originally adopted by the North Carolina Department of State Treasurer on October 19, 2009 and revised on March 14, 2011 (the "Policy"), prior to entering into an engagement to engage, hire, invest with or commit to invest, or otherwise do business with the Treasurer of the State of North Carolina (the "Treasurer") or at such time as provided in Section II of the Policy, an Investment Manager (as such term is defined in Section VII(B) of the Placement Agent Policy) must make certain disclosures to the Treasurer regarding its use of Placement Agents and Political Contributions (as such terms are defined in Section VII(B) of the Policy). Pursuant to and in accordance with such Policy, the undersigned Investment Manager hereby makes the following disclosures. Capitalized terms not otherwise defined in this Disclosure Letter have the same meanings as specified in the Policy.

Please note that the partners of the Fund will be required to make capital contributions to the Fund, which capital contributions will be used by the Fund to pay placement fees. Any such capital contributions that are used by the Fund to pay placement fees will offset the management fee payable by the Fund to the Investment Manager in accordance with the terms of the limited partnership agreement of the Fund.

1. Use of Placement Agent (please check the appropriate box):

The Investment Manager (or any officer, partner, principal or affiliate thereof) has elected to use the services of a Placement Agent to assist the Investment Manager in obtaining investments from or doing business with any of the NC Funds. (Note that this box should be checked whether the compensation provided to the Placement Agent is a flat fee, contingent fee, or any other form of compensation or benefit (tangible or intangible).) **If this box is checked, please provide the disclosures as prompted in paragraphs 2 through 8.**

Neither the Investment Manager nor any officer, partner, principal or affiliate thereof has elected to use the services of a Placement Agent to assist the

Investment Manager in obtaining investments from or doing business with any of the NC Funds. ***If this box is checked, no further disclosures are necessary.***

2. Placement Agent Information:

(a) The name of the Placement Agent is: CSP Securities, L.P.

(b) Attached is a resume for each officer, partner, and/or principal of the Placement Agent, detailing the person's education, work experience and professional designations.

(c) Listed below are any and all officers, partners and/or principals of the Placement Agent that are current or former North Carolina Department of State Treasurer employees, Investment Advisory Committee members, or consultants or members of the immediate family of any such person (*attach additional pages as necessary*):

N / A

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3. Placement Agent Compensation: Described below is any and all compensation of any kind provided or agreed to be provided to a Placement Agent including the nature, timing and value of such compensation. (*Note that compensation to a Placement Agent is deemed to include compensation to third parties as well as employees of the Investment Manager who are retained in order to solicit, or who are paid based in whole or in part upon, an investment from or business with any of the NC Funds (attach additional pages as necessary)*):

Success Fees based on the following calculation: (i) the product of multiplying the aggregate capital commitments to the Fund by Shared Investors by 1.0%; plus (ii) the product of multiplying aggregate capital commitments to the Fund by CSP Investors by 2.0%; plus (iii) the product of multiplying the aggregate capital commitments to the Fund by Shared European Investors by 1.0%.

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4. Terms of Agreement with Placement Agent: Described below are the terms of the agreement or arrangement (oral or written) creating an obligation to pay a fee to or for the benefit of any Placement Agent the Investment Manager has elected to use in connection with obtaining investments or doing business with the Treasurer. (*Please note that in the case of any oral agreement, the full extent of such agreement should be written and summarized, succinctly describing the terms of such agreement or arrangement with the Placement Agent, including details of the nature, timing, and value of the compensation or benefit provided (attach additional pages as necessary)*)

The Success Fees with respect to any particular Admission Closing shall be paid by Sponsor to CSP Securities, L.P. in twelve equal payments as follows: (i) 30 days following admission and (ii) the remaining eleven payments shall be paid quarterly becoming due and payable on the first business day of the first calendar quarter commencing at least sixty day after the end of the calendar month in which such Admission Closing occurred. In addition, on each quarterly payment date, Sponsor shall pay CSP Securities, L.P. interest on the unpaid balance of the Success Fees at an annual interest rate equal to the three-month London Interbank Offered Rate plus 100 basis points.

5. Actions and Investigations Involving Placement Agent *(please check the appropriate box):*

The Placement Agent (or any officer, partner, principal or affiliate thereof) has been the subject of an action, or investigation by a federal, state, or local government agency or regulatory body in the last ten (10) years and/or anticipates being the subject of such actions or investigations in the future. If this box is checked, the following describes any such action(s) or investigation(s) *(attach additional pages as necessary)*:

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Neither the Placement Agent nor any officer, partner, principal or affiliate thereof has been the subject of any actions, or investigations by any federal, state, or local government agencies or regulatory bodies in the last ten (10) years or anticipates being the subject of any such actions or investigations in the future.

6. Relationships between Placement Agent and Department of State Treasurer *(please check the appropriate box):*

The Placement Agent (or any officer, partner, principal or affiliate thereof) has had a prior personal or professional relationship with a current or former Department of State Treasurer employee, Investment Advisory Committee member, and/or consultant or a member of the immediate family of such person who suggested the retention of the Placement Agent. If this box is checked, the following lists the name(s) of such individual(s) *(attach additional pages as necessary)*:

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The Placement Agent (or any officer, partner, principal or affiliate thereof) has not had any prior personal or professional relationship with any current or former Department of State Treasurer employee, Investment Advisory Committee

member, or consultant or a member of the immediate family of such person who suggested the retention of the Placement Agent.

7. Registration of Placement Agent and Licensing of Placement Agent Representatives. The Investment Manager hereby confirms that (i) the Placement Agent is registered with the Securities and Exchange Commission or the Financial Industry Regulatory Association, (ii) the individual officers, partners, principals, employees, or other representatives of the Placement Agent hold all required securities licenses, (iii) no placement fee has been shared with any person or entity not so registered and (iv) the Placement Agent is in the habitual systematized business of acting as a Placement Agent.

(a) The Placement Agent's registration details are as follows:

CSP Securities, L.P. is registered with the SEC (#8-67051) and FINRA  
(CRD # 136941)

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(b) For each individual officer, partner, principal, employee and other representative of the Placement Agent, the registrations, number of years of employment by the Placement Agent and the number of years of experience directly related to such business are as follows (*attach additional pages as necessary*):

See attached Resumes

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8. Lobbying Information of Placement Agent (*please check the appropriate box*):

The Placement Agent (and/or any officer, partner, principal or affiliate thereof) is registered as a lobbyist with a state government. If this box is checked, the following are the names and positions of such persons and the registrations held (*attach additional pages as necessary*):

CSP Securities, L.P. is a registered Lobbying Firm in the State of California.  
Likewise, Alex C. Brooks is a registered Lobbyist representing CSP Securities,  
L.P. in the State of California

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Neither the Placement Agent nor any officer, partner, principal or affiliate thereof is registered as a lobbyist with any state government.

9. Political Contributions.

The Investment Manager hereby confirms that none of the Investment Manager, the Placement Agent nor their respective officers, partners, principals or affiliates has made, coordinated or solicited any Political Contribution to the Treasurer or

any incumbent, nominee, candidate or successful candidate for such elective office (i) in violation of any published policy approved by the Treasurer or applicable state or federal law or (ii) that would make it unlawful for the Investment Manager to provide services to the Treasurer, the NCRS and/or the NC Funds either directly or indirectly through an investment vehicle affiliated with the Investment Manager.

*[Signature Page Follows]*

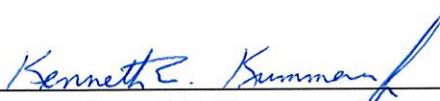
By signing below, the Investment Manager hereby (i) represents and warrants that the information found in this Disclosure Letter is true, correct, and complete in all material respects, and (ii) agrees that it shall provide the Treasurer with a written update of any material changes to any of the information in this Disclosure Letter within fourteen (14) days from the date the Investment Manager knew or should have known of the change of information.

Sincerely,

Milestone Partners Management Co., L.P.

Name of Investment Manager

By:

  
Name: Kenneth E. Kummerer, Jr.

Title: CFO

Date: February 7, 2013

***[Disclosure Letter should be signed by an  
authorized representative of the Investment  
Manager]***

## Alex Brooks

### Experience

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- |  |                |
|--|----------------|
| Capstone Partners, Partner   | 2003 - present |
| <ul style="list-style-type: none"><li>Responsible for sourcing capital from investors and new business development in the Western United States.</li></ul>   |                |
| Hourglass Capital Management, Senior Vice President  | 2001 - 2003    |
| <ul style="list-style-type: none"><li>Responsible for the management of the technology and financial sectors of the company's portfolio as well as new business development and marketing to institutional investors</li></ul> |                |
| Banc of America Securities, Montgomery Private Client Services – Associate   | 2000 - 2001    |
| <ul style="list-style-type: none"><li>Financial consultant to high net worth individuals and families</li></ul>  |                |
| Dain Rauscher, Vice President – Investment Officer   | 1996 - 1999    |
| <ul style="list-style-type: none"><li>Managed retail and institutional client assets</li></ul>   |                |
| Salomon Smith Barney, Financial Consultant   | 1994 - 1996    |
| <ul style="list-style-type: none"><li>Financial management and service for retail clients</li></ul>  |                |
| Hatori-Marshall Co. LTD, Institutional Foreign Exchange Broker   | 1987 - 1993    |
| <ul style="list-style-type: none"><li>Managed the trading of currency options for several major foreign banks</li></ul>  |                |

### Education

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- |   |      |
|---|------|
| SMU Cox School of Business, M.B.A.          | 2002 |
| Duke University, A.B. in English Literature | 1987 |

### Professional Designations

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CFA Charterholder

### Regulatory Licenses

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Currently holds the following FINRA licenses: Series 7, 63, and 79

## Tripp Brower

### Experience

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- |   |                |
|---|----------------|
| Capstone Partners, Partner  | 2001 - present |
| <ul style="list-style-type: none"><li>▪ Responsible for distribution and business development.</li></ul>  |                |
| OffRoad Inc., Executive Vice President  | 2000 - 2001    |
| <ul style="list-style-type: none"><li>▪ Co-managed OffRoad's Private Capital Group, which encompassed investment banking, institutional placement and product development.</li></ul>                      |                |
| Stephens, Inc. , Co-Head of the Private Fund Group  | 1997 - 2000    |
| <ul style="list-style-type: none"><li>▪ Responsible for raising capital from institutional investors in the United States.</li></ul>  |                |
| Stonebridge Partners LLC, Partner and Board Member  | 1993 - 1997    |
| <ul style="list-style-type: none"><li>▪ Responsible for distribution and business development of Stonebridge Partners LLC, a private placement firm that merged with Stephens in February 1998.</li></ul> |                |
| FFCA Institutional Advisors   | 1988 – 1993    |
| <ul style="list-style-type: none"><li>▪ Institutional Sales</li></ul>   |                |
| J.P. Morgan & Company, Vice President   | 1982 - 1988    |
| <ul style="list-style-type: none"><li>▪ Specialized in corporate finance</li></ul>  |                |

### Education

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- |  |      |
|--|------|
| Completed the J.P. Morgan Finance Program        | 1983 |
| Washington and Lee University, B.A. in Economics | 1982 |

### Board Positions

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Tripp currently serves on the Governing Board for Executives in Action.

### Regulatory Licenses

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Currently holds the following FINRA licenses: Series 7, 24, 63 and 79 and 99

# Clay Deniger

## Experience

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Capstone Partners, Partner

2004 - present

- Responsible for North American operations including project management, transaction structuring and firm operations

Substrate Technologies, Inc., Founder and CEO

1998 - 2004

- Founded STI by acquiring technology rights to an advanced semiconductor component and built up an organization to develop, manufacture and market the resulting communication-sector products. Negotiated the sale of the company to a group of China-based investors.

Customer Survey Technologies, Founder and CEO

1990 - 1998

- Founded CST, a technology research firm focused on the lodging industry with operations in North America and Europe. Raised capital from strategic investors and foreign government backed financings and eventually sold firm to a domestic competitor.

## Education

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Hamilton College, B.A.

1990

## Board Positions

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Hyphen Solutions, Director

CST International, Director

## Regulatory Licenses

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Currently holds the following FINRA licenses: Series 7, 24, 63 and 79 and 99

## Carol Proffer

### Experience

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- |   |                |
|---|----------------|
| Capstone Partners, Partner  | 2004 - present |
| <ul style="list-style-type: none"><li>▪ Maintains Capstone's relationships with investors and General Partners in the Northeast United States</li></ul>   |                |
| Stratford Advisory Group, Senior Consultant   | 2003 - 2004    |
| <ul style="list-style-type: none"><li>▪ Advised clients and led private equity research</li></ul>   |                |
| Pilgrim Baxter & Associates, Senior Vice President  | 1999 - 2002    |
| <ul style="list-style-type: none"><li>▪ Managing director of private equity advisory services and chaired the firm's management committee overseeing investment, client service and marketing</li></ul> |                |
| Crossroads Investment Advisers, L.P., Managing Director   | 1996 - 1999    |
| <ul style="list-style-type: none"><li>▪ Led capital raising and performed due diligence on partnership investments</li></ul>  |                |
| William M. Mercer, Inc., Managing Director  | 1977 - 1996    |
| <ul style="list-style-type: none"><li>▪ Various positions in investment consulting</li></ul>  |                |
| Business Men's Assurance Company, Actuarial Analyst   | 1976 - 1977    |
| <ul style="list-style-type: none"><li>▪ Member of the actuarial analyst team</li></ul>  |                |
| Penn Valley Community College and Hocker Grove Jr. High School  | 1971 - 1981    |
| <ul style="list-style-type: none"><li>▪ Taught mathematics and statistics</li></ul>   |                |

### Education

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- |  |      |
|--|------|
| Oklahoma State University, completed all course work and exams for doctorate | 1971 |
| Oklahoma State University, M.S. in mathematics                               | 1970 |
| Milligan College, B.A. in mathematics and education                          | 1968 |

### Board Positions

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Westwood Trust Company, Director

### Professional Designations

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Carol is a Fellow of the Society of Actuaries (FSA) and member of the American Academy of Actuaries.

### Regulatory Licenses

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Currently holds the following FINRA licenses: Series 7, 63, and 79

## Steve Standbridge

### Experience

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- |  |                |
|--|----------------|
| Capstone Partners, Partner   | 2002 – present |
| <ul style="list-style-type: none"><li>▪ Responsible for distribution and business development in the Northeast and Eastern United States</li></ul>                 |                |
| Crossroads Investment Advisers, L.P., Director of Investor Relations   | 2000 - 2001    |
| <ul style="list-style-type: none"><li>▪ Led the investor relations and capital raising activities of the firm</li></ul>  |                |
| Bank of America, Senior Vice President   | 1995 - 2000    |
| <ul style="list-style-type: none"><li>▪ Responsible for initiating, managing and expanding client relationships across a diversified range of industries</li></ul> |                |
| First National Bank of Chicago, Vice President   | 1986 - 1995    |
| <ul style="list-style-type: none"><li>▪ Held various positions in the large corporate, international and investment banking groups</li></ul>                       |                |

### Education

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- |   |      |
|---|------|
| University of Chicago Graduate School of Business, M.B.A. | 1991 |
| Lafayette College, B.A. in Economics and Business         | 1986 |

### Regulatory Licenses

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Currently holds the following FINRA licenses: Series 7, 63, and 79

## Brian DeFee

### Experience

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- Capstone Partners, Principal 2012 - present
- Responsible for distribution and business development in the Northeast and Eastern United States
- Panda Power Funds, Vice President – Marketing/ Investor Relations 2011 - 2012
- Managed a global mandate to raise equity capital for developments and acquisitions in the energy and power sector.
- Commerce Street Capital, Managing Director – Marketing/Investor Relations 2009 - 2011
- Provided marketing expertise and managed the global fundraising activities of the sales staff
- Capital Dynamics, Vice President – Investment Management 2008 - 2009
- Responsibilities included due diligence and investment recommendations for commitments to private equity funds
- Paul Capital Investments, Associate – Fund Marketing 2006 - 2008
- Responsible for raising new capital for funds through marketing to institutional investors
- British Educational Trust – The London School of Modern Languages, Manager 2002 - 2004
- Managed a team of language teachers in Prague, Czech Republic
- J.P. Morgan, Analyst 2000 - 2002
- Analyst in the Equity Capital Markets Group working with the technology investment banking team

### Education

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- Thunderbird School of Global Management, M.B.A. 2006
- University of Colorado at Boulder, B.A. in Business Administration 1999

### Regulatory Licenses

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Currently holds the following FINRA licenses: Series 7, 63, and 79

## Tiffany Lauterbach

### Experience

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- Capstone Partners, Principal 2002 - present
- Responsible for the development and management of fund marketing materials, weekly fundraising updates to clients and assisting with completion of advanced diligence requests for investors
- CIBC Oppenheimer, Retail Brokerage Senior Administrator 1998 - 2002
- Assisted with branch management and regulatory supervision and also served as administrator for the firm's alternative investment products
- Retirement Advisors of America, Relationship Manager 1998 - 1998
- Responsible for servicing client accounts including distribution of assets, trading and responding to market inquiries
- Crest Financial Group, Operations Manager 1995 - 1997
- Managed day-to-day operations of a small investment brokerage firm, focused on fixed income investment strategies
- Stephen J. Livens, Attorney at Law, Legal Secretary 1995 - 1995
- Maintained court calendar, prepared standard documents, conducted fact finding meetings and made court appearances on behalf of traffic clients.

### Education

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University of Texas at Arlington, B.A. in Sociology 2000

### Regulatory Licenses

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Currently holds the following FINRA licenses: Series 7, 28, 63, and 79

## Jeff Walters

### Experience

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- Capstone Partners, Principal 2008 - present
- Member of the distribution and business development team with primary responsibility for the Midwestern United States.
- Merrill Lynch, Director – Global Markets and Investment Banking 1996 - 2007
- Equity sales coverage to large financial institutions based in the Southwestern United States
- Schroder Wertheim & Co, Vice President – Institutional Equity Sales 1987 - 1996
- Responsible for maintaining client relationships and developing new accounts throughout most of the United States

### Education

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Texas A&M University, B.B.A. in Accounting 1986

### Regulatory Licenses

---

Currently holds the following FINRA licenses: Series 7, 63, and 79

## Blake Thomas

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**From:** John Shoemaker <jshoemaker@milestonepartners.com>  
**Sent:** Friday, February 08, 2013 11:12 AM  
**To:** Blake Thomas; Starling, Richard; Abadi, Joseph; Craig Demko  
**Cc:** Ken Kummerer; Soler, Jonathon; Rutova, Sandra  
**Subject:** RE: Milestone Closing Docs  
**Attachments:** NC - MPM - 2.8.13.pdf

Blake

Understood. Attached is the Rider to the Placement Agent Disclosure specifying the fee. We will certainly get back to you and let you know if we end up paying less than the 2%. Please let me know if you need anything further.

John

-----Original Message-----

**From:** Blake Thomas [mailto:Blake.Thomas@nctreasurer.com]  
**Sent:** Friday, February 08, 2013 10:32 AM  
**To:** Starling, Richard; Abadi, Joseph; John Shoemaker; Craig Demko  
**Cc:** Ken Kummerer; Soler, Jonathon; Rutova, Sandra  
**Subject:** RE: Milestone Closing Docs

All:

I am in-house counsel at the North Carolina Treasurer's Office.

Our policy requires us to obtain "A description of any and all compensation of any kind provided or agreed to be provided to a Placement Agent including the nature, timing and value." That information is required on the disclosure form under question 3. I do need you to resolve this and provide us with a number before we can close.

--Blake

Blake Thomas

Assistant General Counsel, N.C. Department of State Treasurer

325 N. Salisbury St., Raleigh, NC 27603-1385

Phone: (919) 508-1037 | Fax: (919) 508-5167 [www.nctreasurer.com](http://www.nctreasurer.com) | Find us on Facebook

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-----Original Message-----

**From:** Starling, Richard [mailto:RStarling@rbh.com]  
**Sent:** Friday, February 08, 2013 10:23 AM  
**To:** 'Abadi, Joseph'; 'John Shoemaker'; Craig Demko; Blake Thomas  
**Cc:** Ken Kummerer; Soler, Jonathon; Rutova, Sandra  
**Subject:** RE: Milestone Closing Docs

Joe - The Treasurer's office handles these internally, and I'm copying their in-house counsel, Blake Thomas, on this so that things don't get slowed down going through me (especially since I am going to be out for a couple hours here shortly).

Out of curiosity, and in case it matters, is it really ambiguous whether the Treasurer is an "Affiliate" of Parish/StepStone, and why is that?

-----Original Message-----

From: Abadi, Joseph [mailto:Joseph.Abadi@weil.com]  
Sent: Friday, February 08, 2013 10:19 AM  
To: Starling, Richard; 'John Shoemaker'; Craig Demko  
Cc: Ken Kummerer; Soler, Jonathon; Rutova, Sandra  
Subject: RE: Milestone Closing Docs

Thanks Rick. Would the addition of the following rider be sufficient disclosure for North Carolina? If not, please give me a call to discuss when you free up. T hanks

The NC Fund's characterization as an "Existing Investor" or "CSP Investor" for purposes of the Fund's placement agreement is ambiguous. As such, the fee to be paid by the Fund to its placement agent in respect of the NC Fund's commitment to the Fund is expected to be 0 - 2% of such commitment. The Fund will notify the Treasurer of the actual fee to be paid to such placement agent in respect of such commitment once such ambiguity has been resolved.

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Joseph A. Abadi  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue | New York, NY 10153  
P: 212.310.8081 | F: 212.310.8007  
joseph.abadi@weil.com

-----Original Message-----

From: Starling, Richard [mailto:RStarling@rbh.com]  
Sent: Friday, February 08, 2013 9:43 AM  
To: 'John Shoemaker'; Craig Demko  
Cc: Abadi, Joseph; Ken Kummerer; Soler, Jonathon; Starling, Richard  
Subject: RE: Milestone Closing Docs

John - You probably know all of this, but to be clear, NC is just a passive LP in the Parish funds in which it has invested, and Parish is now part of StepStone Group. Also, Craig can confirm, but to the extent it's relevant, I believe NC is not an investor in the Parish fund that invested in Milestone IV, though it is an investor in the two Parish funds that invested in Milestone I and III. If someone would share with us the definition of "Affiliate" and confirm what Parish entity(ies) the Affiliate question relates to, we could probably tell you very easily whether NC is an Affiliate.

Richard S. Starling  
Robinson Bradshaw & Hinson  
101 North Tryon Street, Suite 1900  
Charlotte, NC 28246  
P: 704.377.8394  
F: 704.373.3994  
M: 704.299.7580  
rstarling@rbh.com  
www.rbh.com

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-----Original Message-----

From: John Shoemaker [mailto:jshoemaker@milestonepartners.com]  
Sent: Friday, February 08, 2013 9:29 AM  
To: Craig Demko  
Cc: Starling, Richard; Abadi, Joseph; Ken Kummerer; Soler, Jonathon  
Subject: RE: Milestone Closing Docs

Craig and Rick

North Carolina is not a "shared" investor and as such they are either a "CSP Investor" or an existing investor. To be an existing investor and not subject to any fee they would have to be deemed an "Affiliate" of Parish Capital since you are a previous investor through Parish. In any event, since Capstone was not involved in the process in any way we need to have a discussion with them about the fee associated with a North Carolina commitment. I guess the upshot is that it will be negotiated as part of the overall fundraising process but could be up to 2%. Hopefully this is an acceptable answer to Item 3.

Regards  
John

-----Original Message-----

From: Craig Demko [mailto:Craig.Demko@nctreasurer.com]  
Sent: Friday, February 08, 2013 9:09 AM  
To: John Shoemaker  
Subject: RE: Milestone Closing Docs

Good morning John. I want to keep you in the loop. Counsel has already reached out to your side.

Before counsel can I can sign off, they need the answer to item 3 clarified in the placement agent disclosure form. The form describes compensation in terms of percentages of total commitments to different groups of investors. Each group is listed as a capitalized term. They do not have the underlying agreement or its definitions, so they cannot tell which group we are in. Are we a Shared Investor or a CSP Investor?

They want to know how much Capstone will receive as a result of the NCRS commitment.

Again, we were on it earlier this morning. Your counsel has been reached out to.

Craig

Craig Demko  
Director, Alternative Investments  
Investment Management Division  
Phone: (919) 807-3122  
Fax: (919) 907-3120  
www.nctreasurer.com  
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E-mail correspondence to and from this address may be subject to the North Carolina Public Records Law. It may be subject to monitoring and disclosed to third parties, including law enforcement personnel, by an authorized state official.

IMPORTANT: When sending confidential or sensitive information, encryption should be used.

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-----Original Message-----

From: John Shoemaker [mailto:jshoemaker@milestonepartners.com]  
Sent: Thursday, February 07, 2013 8:40 PM  
To: Craig Demko  
Subject: Re: Milestone Closing Docs

Ok. Let me know if there are any issues and we can address them ASAP.  
Thanks John

John Shoemaker  
Milestone Partners

On Feb 7, 2013, at 8:12 PM, "Craig Demko" <Craig.Demko@nctreasurer.com>  
wrote:

> John,  
>  
> I just want to make you aware that I am still awaiting signoff from  
internal counsel on the placement agent form that was submitted. I sent it to him immediately  
when I received it this morning.

>  
> Craig  
>  
> \_\_\_\_\_  
>

> From: John Shoemaker [mailto:jshoemaker@milestonepartners.com]  
> Sent: Thu 2/7/2013 4:18 PM  
> To: Craig Demko  
> Cc: Ken Kummerer; Abadi, Joseph; Soler, Jonathon; RStarling@rbh.com  
> Subject: Milestone Closing Docs

>  
>  
>  
> Craig  
>  
> I understand that Rick and Joe have worked out the few outstanding  
legal issues. As such, attached is a signed copy of North Carolina's side letter with Milestone,  
which is to be held in escrow pending tomorrow's closing. Please let me know if there is anything  
else you need from us. Thanks again for all your efforts (and Ricks) for helping us getting this  
done tomorrow.

>  
> Best

>  
> John

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>  
>  
>

> John P. Shoemaker

>  
> Milestone Partners

>  
> 555 East Lancaster Avenue, Suite 500

>  
> Radnor, PA 19087

>  
> Direct: 610-526-2708  
>  
> jshoemaker@milestonepartners.com  
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MILESTONE  
PARTNERS

To:

Treasurer of the State of North Carolina  
325 North Salisbury Street  
Raleigh, North Carolina 27603

Re: Disclosure Letter pursuant to Placement Agent and Political Contribution Policy

The following rider is hereby added to our response to question 3 of the Placement Agent Disclosure Letter:

As a "CSP Investor" for purposes of the Fund's placement agreement, the fee required to be paid by the Fund to its placement agent in respect of the NC Fund's commitment to the Fund pursuant to such agreement is 2% of such commitment.

From:

Milestone Partners Management Co., L.P.

By:   
Name: Kenneth E. Kummerer, Jr.  
Title: CFO

## Blake Thomas

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**From:** Blake Thomas  
**Sent:** Friday, February 08, 2013 11:24 AM  
**To:** 'John Shoemaker'; Abadi, Joseph; Starling, Richard; Craig Demko  
**Cc:** Ken Kummerer; Soler, Jonathon; Rutova, Sandra  
**Subject:** RE: Milestone Closing Docs

John:

Thanks for your letter supplementing the Placement Agent Policy disclosure form supplied by Milestone Partners Management Co., L.P. With the supplement, the disclosure form is approved.

I understand that there is some chance the placement agent may waive part of its fee for this transaction. If so, please provide an updated disclosure form at that time. Our policy requires an update within 14 days of any material change to the information provided in the disclosure letter.

Best wishes.

--Blake

**Blake Thomas**  
**Assistant General Counsel**  
**N.C. Department of State Treasurer**  
*Phone:* (919) 508-1037  
*Fax:* (919) 508-5167  
[www.nctreasurer.com](http://www.nctreasurer.com)  
Find us on Facebook 



### DEPARTMENT OF STATE TREASURER

Janet Cowell, State Treasurer of North Carolina  
325 N. Salisbury St. | Raleigh, NC 27603-1385

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-----Original Message-----

**From:** John Shoemaker [<mailto:jshoemaker@milestonepartners.com>]  
**Sent:** Friday, February 08, 2013 11:12 AM  
**To:** Blake Thomas; Starling, Richard; Abadi, Joseph; Craig Demko  
**Cc:** Ken Kummerer; Soler, Jonathon; Rutova, Sandra  
**Subject:** RE: Milestone Closing Docs

Blake

Understood. Attached is the Rider to the Placement Agent Disclosure specifying the fee. We will certainly get back to you and let you know if we end up paying less than the 2%. Please let me know if you need anything further.

John

-----Original Message-----

From: Blake Thomas [mailto:Blake.Thomas@nctreasurer.com]  
Sent: Friday, February 08, 2013 10:32 AM  
To: Starling, Richard; Abadi, Joseph; John Shoemaker; Craig Demko  
Cc: Ken Kummerer; Soler, Jonathon; Rutova, Sandra  
Subject: RE: Milestone Closing Docs

All:

I am in-house counsel at the North Carolina Treasurer's Office.

Our policy requires us to obtain "A description of any and all compensation of any kind provided or agreed to be provided to a Placement Agent including the nature, timing and value." That information is required on the disclosure form under question 3. I do need you to resolve this and provide us with a number before we can close.

--Blake

Blake Thomas  
Assistant General Counsel, N.C. Department of State Treasurer  
325 N. Salisbury St., Raleigh, NC 27603-1385  
Phone: (919) 508-1037 | Fax: (919) 508-5167 [www.nctreasurer.com](http://www.nctreasurer.com) | Find us on Facebook

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