

From: John DeLoche <john@rstp.com>
Sent: Friday, April 18, 2014 at 06:55:38 PM CEST
To: "Hunter Biden" <hbiden@rosemontseneca.com>, "Devon Archer" <darcher@rosemontseneca.com>, "Neil Callahan" <ncallahan@rosemontseneca.com>
Cc:
Bcc:
Reply-To:
Priority: Low
Subject: Fwd: Due Diligence Requests

FYI from NB. We need to finalize GP splits real time here guys. I think they will insist Will be part of Key man which is fine and our existing LPs will agree with.

----- Forwarded message -----

From: **Manor, Doug** <Doug.Manor@nb.com>
Date: Fri, Apr 18, 2014 at 9:43 AM
Subject: Due Diligence Requests
To: "John DeLoche (john@rstp.com)" <john@rstp.com>, "William Lee (will@rstp.com)" <will@rstp.com>
Cc: "Daggett, Paul" <pdaggett@nb.com>, "Czinege, Tyler" <tyler.czinege@nb.com>

Hi John & Will,

Thank you again for your hospitality yesterday and for arranging the diligence session and Counsyl site visit on such short notice. In order to complete our due diligence process in the next few weeks, we have several

additional requests for information (listed below). Please feel free to send these over piecemeal, or if anything needs to be addressed verbally over the phone, just let me know.

- Any updated versions of the Counsyl IC memo or financial model
- Audited (or finalized and approved) financial statements for Counsyl for the years ended 2011, 2012 and 2013
- Any quality of earnings reports that have been generated for Counsyl for this or prior investment rounds
- Any other call notes that you have for the Counsyl diligence process
- A copy of your IC memo for Metabiota
- Operating and financial performance metrics for Metabiota for the years ended 2011, 2012 and 2013 (Revenue, Gross Profit, EBIT, EBITDA, Net Cash/Debt position, other company-specific metrics). We will accept as much information as you can provide
- Exact split of management company ownership and carried interest between the RSTP partners
- Justification for why Will is not included in the Key Man provision of RSTP II

Thanks and have a nice holiday weekend,

Doug

Doug Manor
Vice President
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